

# **BY-LAW 2015-1**

**(Repeals and Replaces All Prior By-laws)**

**21 November 2015**

**Including amendments approved by the Board of Directors  
January 2016 and May 2016**

**Immigration Consultants of Canada Regulatory Council  
Conseil de réglementation des consultants en immigration du Canada**

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**BY-LAW 2015-1**

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## BY-LAW 2015-1

*By-law relating to the affairs of*  
**Immigration Consultants of Canada Regulatory Council**  
**Conseil de réglementation des consultants en immigration du Canada**  
(the "Council")

WHEREAS it is in the best interests of the Council to enact By-laws relating to the conduct of the affairs of the Council;

**THEREFORE BE IT ENACTED** as By-law 2015-1 of Immigration Consultants of Canada Regulatory Council / Conseil de réglementation des consultants en immigration du Canada as follows:

### **A. GENERAL**

#### **1. DEFINITIONS**

##### **1.1 Meaning of Words**

In this By-law and all other By-laws of the Council hereafter passed, unless the context otherwise requires:

- (a) **"Act"** means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c.23, including the Government Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) **"Agent"** means a person who has been appointed by a Member as an agent and who:
  - (i) does not provide immigration advice for a fee in contravention of IRPA
  - (ii) does not provide citizenship advice for a fee in contravention of the *Citizenship Act*,
  - (iii) represents a Member in furtherance of the Member's practice;
  - (iv) solicits or facilitates business in connection with the Member's practice;
  - (v) is registered, or required to be registered, as an Agent pursuant to the By-laws;

and for greater certainty, "Agent" does not include:

- (vi) an Agent for Service, nor

- (vii) an individual who merely refers a Client to a Member but does not otherwise take any part in a proceeding or application, or potential proceeding or application;
- (c) “**Agent for Service**” means, in the case of any Member who is not normally resident in Canada, a person (who shall be normally resident in Canada but need not be a Member) to act for such Member who is not normally resident in Canada, as the agent for service upon, or delivery to, the Member of any notice, document or thing contemplated, required or permitted under the By-laws;
- (d) “**Annual Meeting**” means the annual meeting of Members;
- (e) “**Appeal Committee**” means the appeal committee appointed under Section 59;
- (f) “**Articles**” (except when modifying or referring to a numbered provision of the By-laws) means any document or instrument that incorporates the Council or modifies its incorporating document or instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special act;
- (g) “**Board**” means the Board of Directors of the Council;
- (h) “**Business Day**” means a day which is not a Saturday, Sunday or a civic or statutory holiday in the jurisdiction in which the registered office of the Council is located;
- (i) “**By-law**” and “**By-laws**” mean this By-law 2015-1 as amended and in force from time to time, and includes (except where the context otherwise requires) any other by-laws of the Council;
- (j) “**CBSA**” means the Canada Border Services Agency, or any other successor agency;
- (k) “**Certificate of Membership**” means a certificate issued by the Registrar under the By-laws evidencing the membership of a Member;
- (l) “**Certificate of Registration**” means a certificate issued by the Registrar under the By-laws evidencing, the authority of a Member to practise in other than his or her legal name, or the registration of a Firm or a RISIA;
- (m) “**CIC**” means Citizenship and Immigration Canada, a department of the Government of Canada, or any other successor department that has responsibility for citizenship and immigration;
- (n) “**Citizenship Act**” means the Citizenship Act (Canada), R.S.C. 1985, c.C-29, as from time to time amended;
- (o) “**Client**” has the extended meaning described in Section 2.3;

- (p) “**Code of Professional Ethics**” has the meaning given to such term in Section 26.1;
- (q) “**Complaints Committee**” means the complaints committee appointed under Section 59;
- (r) “**Complaint/Response information**” includes any information respecting, related to or arising out of a complaint received by the Council or a Committee of Council from any source at any time whether before or after any disposition of a complaint, including but not limited to information obtained pursuant to Sections 28, 29 or 30 of the By-laws;
- (s) “**Corporate Secretary**” has the meaning set out in Section 53.5 of the By-laws;
- (t) “**Corporate Treasurer**” has the meaning set out in Section 53.5 of the By-laws;
- (u) “**Council**” means Immigration Consultants of Canada Regulatory Council / Conseil de réglementation des consultants en immigration du Canada;
- (v) “**Court**” means the Superior Court of the Province in which the Member resides or carries on business, and “**Superior Court**” and “**Justice of the Superior Court**” have corresponding meanings;
- (w) “**CPD**” means continuous professional learning and development relevant and appropriate to the Member’s work and professional responsibilities, as required by Section 37 and the Regulations;
- (x) “**Directors**” includes Elected Directors and Public Interest Directors;
- (y) “**Discipline Committee**” means the discipline committee appointed under Section 59;
- (z) “**Dues**”, in addition to its usual meaning, includes fees, fines and all other monies payable under any circumstances by a Member to the Council;
- (aa) “**Elected Directors**” means Directors elected in and from the Geographic Regions as set out in Section 43.1(a), and for greater certainty, does not mean or include an elected Public Interest Director;
- (bb) “**Electronic Signature**” means electronic information that a person creates or adopts in order to sign a document, and that is in, attached to or associated with the document;
- (cc) “**Firm**” means a partnership or a corporation;
- (dd) “**General Meeting**” means a general meeting of Members;
- (ee) “**Geographic Regions**” means the geographic regions set out in Section 43.1 and “**Geographic Region**” means any one of them;
- (ff) “**Governance and Nominating Committee**” means the governance and

- nominating committee appointed under Section 59;
- (gg) “**Government Regulations**” means the Regulations made under the Act as amended, restated or in effect from time to time;
  - (hh) “**Human Resources and Compensation Committee**” means the human resources and compensation committee appointed under Section 59;
  - (ii) “**Immediate Family**” means an individual’s father, mother, stepfather, stepmother, foster parent, brother, sister, stepbrother, stepsister, spouse, common law partner, child (including child of common law partner), stepchild, ward, father-in-law, mother-in-law or relative permanently residing with the individual, as the case may be;
  - (jj) “**In Good Standing**” means that an individual is not in arrears in respect of any amount payable by such individual to the Council for a period in excess of the time specified in the By-laws, is current and in full compliance with the requirements of Section 37 [Continuous Professional Learning and Development], and Section 42 [Professional Liability Insurance]; and his or her membership in or registration with the Council is not under suspension for any cause whatsoever;
  - (kk) “**IRB**” means the Immigration and Refugee Board, the Canadian administrative tribunal that makes decisions on immigration and refugee matters, or any other successor tribunal that has responsibility for such matters;
  - (ll) “**IRPA**” means the Immigration and Refugee Protection Act (Canada), R.S.C. 2001, c.27, as from time to time amended;
  - (mm) “**Member**” means any individual who is admitted as a Member of the Council in accordance with the By-laws;
  - (nn) “**Officers**” means the Officers of the Council elected or appointed by the Board pursuant to Section 53;
  - (oo) “**Organization**” includes any company, corporation, partnership, association, institution and any public body and public authority;
  - (pp) “**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution;
  - (qq) “**President and Chief Executive Officer**” has the meaning set out in Section 53.4 of the By-laws;
  - (rr) “**Province**” means a province or territory of Canada and “provincial” has a corresponding meaning;
  - (ss) “**Public Accountant**” means the public accountant of the Council appointed pursuant to Section 85;
  - (tt) “**Public Interest Director**” means and includes a Public Interest Director elected to the Board as set out in Section 45.7(b), and a Public Interest

- Director appointed to the Board as set out in Section 43.1(c);
- (uu) “**Registrar**” has the meaning set out in Section 53.5 of the By-laws;
  - (vv) “**Regulation**”, unless modified by the word “Government”, means a Regulation of the Council in force from time to time;
  - (ww) “**Regulatory Body**” means a body which regulates a profession, whether pursuant to statute or otherwise, in Canada or in any other jurisdiction;
  - (xx) “**Review Committee**” means the review committee appointed under Section 59;
  - (yy) “**RISIA**” means any individual who is registered by the Council as a Regulated International Student Immigration Advisor in accordance with the Regulations;
  - (zz) “**Rules of Professional Conduct**” means the By-laws, Regulations and the Code of Professional Ethics, in force from time to time, governing the conduct of Members;
  - (aaa) “**Seal**” means the Seal of the Council as adopted by resolution of the Board from time to time;
  - (bbb) “**Sole Proprietorship**” means a Member who, whether or not having complied with the requirement of Section 22, practices as an immigration/citizenship consultant in a name other than his or her own legal name;
  - (ccc) “**Special Resolution**”, unless modified by the words “of the Board”, means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution;
  - (ddd) “**Special Resolution of the Board**” means a resolution passed by at least three-quarters of the votes cast at a meeting of the Board duly called in accordance with the By-laws and at which a quorum is present and acting throughout;
  - (eee) “**Standing Committee**” and “**Committee**” mean those committees referred to in Section 59 of the By-laws;
  - (fff) “**Ungovernable**” means conduct that demonstrates repeated unwillingness, refusal or inability to comply with ICCRC’s regulatory requirements as set out in the By-law, Code of Professional Ethics or a Regulation.

## **2. INTERPRETATION**

### **2.1 Board’s Interpretation to Govern**

In the event of any dispute as to the intent or meaning of any By-law or of any rule of professional conduct or Regulation made, adopted or enacted pursuant to the By-laws,

the ruling of the Board on the construction and interpretation thereof will be binding for all purposes. In addition to all its other powers, the Board may publish interpretations for the information and guidance of Members, RISIAs and Firms on matters related to the By-laws, Regulations and Rules of Professional Conduct.

## 2.2 Writing includes All Forms

Reference to writing will be construed as including, where necessary or appropriate, references to printing, facsimile, electronic mail, and other modes of representing or reproducing words in a visible form.

## 2.3 Extended Meaning of "Employer", "Client"

Where necessary or appropriate, a reference to an "employer" or a "client", whether made separately or together, will be deemed to be a reference to both and will refer to any individual, organization or group by whom a Member or Firm is engaged to perform a professional service to assist therein.

## 2.4 Extended Meaning of Gender and Number

Words importing the singular will include the plural and vice versa, and words importing male persons will include female persons, firms, companies, corporations, societies and institutions and vice versa.

## 2.5 Non-Meetings of DARC Committees

Whenever the Appeal Committee, the Complaints Committee, the Discipline Committee or the Review Committee is conducting a hearing or a review, such proceeding shall be deemed not to be a meeting for the purposes of this By-law.

## 2.6 Extended Meaning of Statutory References

Wherever reference is made to any statute or section thereof, such reference will be deemed to extend and apply to any amendment to or any re-enactment of such statute or section as the case may be.

## 2.7 Headings for Convenience

Headings used in the By-laws are for convenience of reference only and will not affect the interpretation of the By-laws.

## 2.8 Changed References

A reference in a By-law, the Code of Professional Ethics, a Regulation or Board interpretation to an Act of the Parliament of Canada or a provincial legislature, the citation or name of which has changed as a result of a general revision of the Statutes or an amendment to the applicable Act, shall be deemed to be a reference to the corresponding Act or provision of an Act after the change in name or change in citation; and the Board shall cause the necessary change to the citation or name set out in the published By-law, rule of professional conduct, Regulation or Board interpretation to be made at a convenient time of republication.



## 2.9 English and French Versions

There shall be a French version of the By-laws and Rules of Professional Conduct. In the event of any conflict between the English version and the French version, the English version of the By-laws and Rules of Professional Conduct shall govern.

## 2.10 Effect of Certified Copies

In every case where registration and certification is an issue, the production of a copy of the Register, certified under the hand of the Registrar, is sufficient evidence of all persons who are registered in lieu of the production of the original Register, and any certificate upon such copy of the register purporting to be signed by a person in his or her capacity as Registrar is proof, in the absence of evidence to the contrary, that such a person is the Registrar without any proof of his or her signature or his or her being in fact the Registrar.

## 2.11 Effect of Absence of Name from the Register

The absence of the name of any person from a copy of the Register produced under Section 2.10 is proof, in the absence of evidence to the contrary, that the person is not registered as a Member of the Council or a sole proprietor, Firm or RISIA, as applicable.

# 3. **REGULATIONS BY BOARD**

## 3.1 Board Authority

The Board may make Regulations with regard to any matter not inconsistent with provincial and federal legislation, the Articles of the Council, or the By-laws of the Council, and in particular may make Regulations pursuant to or in furtherance of the objects of the Council.

# 4. **COMPLIANCE WITH BY-LAWS, RULES AND REGULATIONS**

## 4.1 Members' Deemed Agreement

All Members by their applications for membership, or by their applications for re-admission to membership, or by their continuance of membership shall agree and shall be deemed to have agreed with the Council and each of its Members to the terms of the By-laws, Rules of Professional Conduct and Regulations of the Council, as applicable, and all acts or things done thereunder, including the interpretation of any By-law, rule of professional conduct or Regulation by the Board pursuant to the By-laws.

## 4.2 Deemed Agreement of Others

All sole proprietorships, RISIAs and Firms by their applications for registration, or by their applications for re-registration, or by their continuance of registration shall agree and shall be deemed to have agreed with the Council to the terms of the By-laws, Rules of Professional Conduct and Regulations of the Council, as applicable, and all acts or things done thereunder, including the interpretation of any By-law, rule of professional conduct or Regulation by the Board pursuant to the By-laws.

#### 4.3 Council Authority to Refer Information

The Council may refer any information obtained from any source (including without limitation, that obtained pursuant to Sections 28, 29, or 30, and any complaint/response information) to the Royal Canadian Mounted Police, the Canada Border Services Agency, a provincial or territorial Law Society, or to another authority, in any circumstances that the Council, in its discretion, considers that any such referral is required in the public interest;

- (a) in the case of complaint/response information received from a complainant, the complainant shall have previously authorized or consented to such referral; and
- (b) in the case of information received from any source concerning a Member, sole proprietorship, RISIA or Firm, the Member, sole proprietorship, RISIA or Firm shall be deemed to have authorized and consented to such referral.

#### 4.4 Requirement for Agent for Service

A Member who is not normally resident in Canada shall appoint an “Agent for Service”, and provide to the Council (and keep up to date) the name, post office address, telephone number, facsimile number and email address of such Agent for Service.

#### 4.5 Applicant Declarations Required

Every application for admission or re-admission to membership and for registration or re-registration shall be accompanied by a declaration signed by the applicant that the contents of the application are true, correct and complete.

#### 4.6 Applications in Writing

Applications for admission or re-admission to membership and for registration or re-registration shall be in writing and shall be in such form as the Council may from time to time prescribe.

#### 4.7 Effect of Member Suspension

Where all of the rights and privileges of a Member under the By-laws are suspended the person shall not, during the period of suspension, except as otherwise expressly provided in the By-laws, be considered a Member for any purpose, and his or her name shall be removed from the register of Members for the period of suspension.

#### 4.8 Member Cessation of Practice upon Suspension

A Member whose rights and privileges of membership are or become suspended under the By-laws shall not, during the period of suspension, except as otherwise expressly provided in the By-laws, practise or hold himself or herself out as a “Regulated Canadian Immigration Consultant / Consultant réglementé en immigration canadienne”, or use the initials “RCIC” or “CRIC”.

#### 4.9 Continued Obligations of Suspended Member

Notwithstanding the provisions of Sections 4.7 and 4.8, any such person shall, during the period of suspension,

- (a) continue to be liable to pay all applicable Dues,
- (b) continue to be required to comply with all requirements that apply to a Member, including but not limited to the requirements to pay Dues, to maintain professional liability insurance, and to undertake continuous professional learning and development,
- (c) continue to be subject to the disciplinary powers of the Council,

as fully and to the same extent as if such rights and privileges had not been or become suspended.

#### 4.10 Effect of RISIA Suspension

Where the registration of a RISIA under the By-laws is or becomes suspended under the By-laws, the person shall not, during the period of suspension, except as otherwise expressly provided in the By-laws, be considered a RISIA for any purpose, and his or her name shall be removed from the register of RISIAs for the period of suspension.

#### 4.11 RISIA Cessation of Practice upon Suspension

A RISIA whose rights and privileges of registration are or become suspended under the By-laws shall not, during the period of suspension, except as otherwise expressly provided in the By-laws, practise or hold himself or herself out as a “Regulated International Student Immigration Advisor / Conseiller réglementé en immigration pour étudiants étrangers” or use the initials “RISIA” or “CRIEE”.

#### 4.12 Continued Obligations of Suspended RISIA

Notwithstanding the provisions of Sections 4.11 and 4.12, any such person shall, during the period of suspension,

- (a) continue to be liable to pay all applicable fees,
- (b) continue to be required to comply with all requirements that apply to a RISIA, including but not limited to the requirements to pay fees, maintain professional liability insurance, and to undertake continuous professional learning and development,
- (c) continue to be subject to the disciplinary powers of the Council,

as fully and to the same extent as if such rights and privileges had not been or become suspended.

#### 4.13 Effect of Firm Suspension

Where the registration of a sole proprietorship or Firm under the By-laws is or becomes suspended under the By-laws, such person or entity, as applicable, shall not, during the

period of suspension, except as otherwise expressly provided in the By-laws, be considered a sole proprietorship or Firm, as applicable, for any purpose, and his, her or its name shall be removed from the register of, sole proprietorships or Firms, as applicable, for the period of suspension.

#### 4.14 Discipline Powers Continue

Notwithstanding the provisions of Section 4.13, any such sole proprietorship or Firm shall, during the period of suspension, continue to be subject to the disciplinary powers of the Council as fully and to the same extent as if such registration had not been or become suspended for any act, omission, matter or thing which may constitute or involve a violation of the By-laws, Regulations or Rules of Professional Conduct.

### **5. MEMBER CONTACT PARTICULARS AND COMMUNICATIONS**

#### 5.1 Maintenance of Contact Particulars

Every Member, RISIA, sole proprietorship, Firm or applicant shall provide to the Council, and at all times maintain, full, accurate and up-to-date contact particulars for such Member, RISIA, sole proprietorship, Firm or applicant setting out, but not limited to, the post office address of his/her/its principal place of business as well as a valid electronic mail address for the purposes of receiving communications from or delivering documents to the Council, in lieu of which the Council may charge a service fee for communication to such persons by means other than electronic mail, and/or provide a discount in fees to those receiving or delivering communications by electronic mail.

#### 5.2 Method Service of Notice

Unless otherwise required by law or specifically provided in the By-laws, any notice or document required to be given or sent to a Member, RISIA, Firm or an applicant by the Council pursuant to the By-laws may be given by personal service or may be sent by mail, by courier, by fax or by electronic mail.

#### 5.3 Deemed Proper Address of Notice

A notice or document given or sent pursuant to Section 5.1 shall be deemed to be properly addressed if addressed to the addressee at the latest mail, fax or electronic address of the addressee appearing in the records of the Council, or in the case of a Member who is not normally resident in Canada, to the Member's Agent for Service.

#### 5.4 Deemed Receipt of Notice

A Member, RISIA or Firm whose conduct is being investigated will be deemed to have received any notice, decision or order on the seventh day after it was mailed to such Member, RISIA or Firm, postage prepaid, addressed to such Member's, RISIA's or Firm's last address on the Council's records, or in the case of a Member who is not normally resident in Canada, to the Member's Agent for Service.

#### 5.5 Date of Deemed Receipt

Unless otherwise specifically provided in the By-laws, a notice or document given or sent in accordance with the By-laws shall be deemed to be received, if given by personal

service, on the day it is given; if delivered by mail postage prepaid, on the seventh day following the date of mailing; or if delivered by fax or by electronic mail, on the date of transmission; and any such notice given or sent shall be effective on the day of its deemed receipt unless otherwise stated herein.

**5.6**     Calculation of Days

Unless otherwise specifically provided in the By-laws, a reference to a number of days between two events excludes the day on which the first event happens and includes the day on which the second event happens, even if the reference is to “at least” or “not less than” a number of days.

**6.       DELIVERY OF DOCUMENTS TO THE COUNCIL**

**6.1**     Methods of Delivery to Council

Unless otherwise specifically provided in the By-laws or Regulations, any notice or document required to be given or sent to the Council by a Member, RISIA, Firm or an applicant pursuant to the By-laws or Regulations may be given by personal service or may be sent by ordinary mail, by courier, by fax or by electronic mail or by online submission, provided that anything required to be in a form prescribed by the Council is in such form, that anything required to be signed is signed, and that anything required to be received at the Council within a prescribed time or by a prescribed date is received within such time or by such date. Any notice or document may be given or sent by mail, courier, fax, electronic mail address, or online, at the address noted on the then current website of the Council.

**7.       ELECTRONIC SIGNATURE**

**7.1**     Electronic Signatures Permitted

Unless otherwise specifically provided in the By-laws, any document permitted or required to be signed may be signed by Electronic Signature, so long as the means of Electronic Signature permits a reliable determination by the Council that the document was created or communicated by or on behalf of the person permitted or required to sign the document.

**8.       HEAD OFFICE**

**8.1**     Location

The head office of the Council shall be in the Province of Ontario and at such place therein as the Board may from time to time determine by resolution.

**9.       THE SEAL**

**9.1**     Impression, Custody

The Seal, an impression whereof is stamped on the margin hereof, shall be the Seal of the Council. The Registrar shall maintain custody of the corporate Seal.



## **B. MEMBERS**

### **10. MEMBERS**

#### **10.1 Qualifications**

The Board or its delegate shall admit as a Member any individual who:

- (a) is eighteen (18) or more years of age;
- (b) is a citizen or a permanent resident of Canada, or a person registered as an Indian under the *Indian Act*, R.S.C., 1985, c. I-5, as amended;
- (c) is not insolvent or an undischarged bankrupt;
- (d) has not been found to be of unsound mind or mentally incompetent;
- (e) has met the educational, examination, practical experience and such other requirements as may be established from time to time by the Council;
- (f) has applied for membership as a Member in accordance with the By-laws and paid the prescribed fee;
- (g) has provided such satisfactory references as to her or his character, such particulars as to her or his employment experience and such further information as the Board, or the President and Chief Executive Officer (or his/her delegate) may require;
- (h) has agreed to abide by the By-laws, Code of Professional Ethics, and the rules and Regulations established by the Board from time to time;
- (i) has satisfied the Board or its delegate that he or she is of good character as prescribed from time to time by Regulation; and
- (j) at the Board's discretion, has satisfied the Board that he or she should be admitted as a Member.

#### **10.2 Restrictions and Conditions**

The Council may impose restrictions or conditions on the right of any person to practise as a Regulated Canadian Immigration Consultant / Consultant réglementé en immigration canadienne.

#### **10.3 Clarification as to Non-Members**

For greater certainty, no Firm, Agent or Agent for Service is a Member unless such person is independently a Member in his/her own right.

## **11. DESIGNATION AND USE OF COUNCIL LOGOS**

### **11.1 Use of Designation**

The use of the designations “Regulated Canadian Immigration Consultant / Consultant réglementé en immigration canadienne”, and the initials “RCIC” or “CRIC” is subject to the prescriptions, conditions and restrictions contained in the Regulations, and every Member in Good Standing has the right to such use unless otherwise provided or ordered pursuant to the By-laws or the Regulations.

### **11.2 Prohibition on Use of Designation**

No individual, other than a Member In Good Standing, shall, through an entity or otherwise,

- (a) take or use the designation “Regulated Canadian Immigration Consultant / Consultant réglementé en immigration canadienne” or the initials “RCIC” or “CRIC” alone or in combination with other words or abbreviations;
- (b) take or use any term, title, initials, designation or description implying that the individual is a “Regulated Canadian Immigration Consultant / Consultant réglementé en immigration canadienne” or implying that the corporation is entitled to practise as a “Regulated Canadian Immigration Consultant / Consultant réglementé en immigration canadienne”.

### **11.3 Use of Council Logos**

The Council grants to every Member in Good Standing the right and licence to use the corporate logos of the Council solely in association with the immigration consulting practice of the Member in Good Standing, subject to the conditions and restrictions contained in the Regulations, and every Member in Good Standing has the right to such use unless otherwise provided or ordered pursuant to the By-laws or the Regulations.

## **12. CERTIFICATE OF MEMBERSHIP AND CERTIFICATE OF REGISTRATION**

### **12.1 Issue of Certificate of Membership**

Every individual admitted as a Member shall be given a Certificate of Membership and may obtain a photo identification card issued by the Registrar. Such certificate shall be in such form as the Board or its delegate may from time to time determine, and shall bear the Seal of the Council, the signature of the Chair and the Registrar, and the date on which the individual was admitted as a Member.

### **12.2 Issue of Certificate of Registration**

Every sole proprietorship, Firm or RISIA registered by the Council shall be given a Certificate of Registration. Such certificate shall be in such form as the Board or its delegate may from time to time determine, and shall bear the Seal of the Council, the signature of the Chair and the Registrar, and the date on which the sole proprietorship, Firm or RISIA was registered with the Council.

### 12.3 Certificate Property of Council

Each Certificate of Membership and photo identification card shall be and remains the property of the Council and shall be returned to the Council forthwith in the event that the individual named therein resigns his or her membership or the individual's membership is suspended or revoked for any reason whatsoever, unless the Board or its delegate determines otherwise. Every Certificate of Registration shall be and remains the property of the Council and shall be returned to the Council forthwith in the event that the sole proprietorship, Firm or RISIA named therein terminates its registration or the sole proprietorship's, Firm's or RISIA's registration is suspended or revoked for any reason whatsoever, unless the Board or its delegate determines otherwise.

### 12.4 Publication of Resignations, Revocations and Suspensions

The Registrar may notify in writing all Members and RISIAs In Good Standing of the name of any individual who has resigned his or her membership or registration, or taken a leave of absence or whose membership or registration has been suspended or revoked and who has failed to comply with any demand sent by mail postage prepaid to return his or her Certificate of Registration, Certificate of Membership or photo identification card or associated declaration, and may, in his or her further discretion, cause the name of such individual to be published and maintained on the Council website and to be published in the local newspaper of the community where such individual resides and/or carries on business.

### 12.5 Prohibition on Reproduction of Certificates

A Certificate of Registration, Certificate of Membership or photo identification card shall not be reproduced in whole or in part in any manner whatsoever without the written consent of the Registrar.

## **13. APPLICATION FOR MEMBERSHIP**

### 13.1 Application Required

Every applicant for membership in the Council will complete and submit to the Council an application in the form then in use by the Council together with payment of all applicable admission fees.

### 13.2 Readmission Application

Applicants for re-admission to membership in the Council:

- (a) shall comply with all of the requirements of the By-laws pertaining to application and qualification for membership and such further terms and conditions as the Board or its delegate may require in each individual case;
- (b) who resigned his or her membership (unless pre-approved by the Council) or whose membership was revoked will pay to the Council all current fees and Dues which are payable at the time of such application together with all fees, Dues and fines which were in arrears at the time of such cancellation and all fees and Dues which would have been due and payable during the period between the date of such resignation or revocation and the date of



such application for re-admission unless the Board, on the basis of such good and sufficient grounds as it may determine, waives the whole or any part of such payment;

- (c) may be required, as determined by the Board, to pass an examination approved by the Council to satisfy the Board of his or her familiarity with current immigration consulting practice and related subjects.

### 13.3 Waiver of Admission Requirements

The Board may, by Special Resolution of the Board, on such good and sufficient grounds as the Board may determine, waive any membership admission or re-admission requirements, notice of which shall be reported to the Members from time to time, but without personal identification.

### 13.4 Appeal Right

An applicant who is refused admission or re-admission to membership, or whose membership in the Council is granted subject to restrictions or conditions on the right to practice as a Member, may appeal the decision on the grounds that the decision was based on an error of law, fact or mixed law and fact, or exceeded the authority of the decision maker. The appeal shall be commenced by a written notice of appeal filed with the Registrar within 30 days from the date of receipt of the decision.

### 13.5 Appeal Committee Authority

The Appeal Committee may confirm or vary the decision being appealed, or may substitute its own decision for that of the Board or its delegate. The decision of the Appeal Committee is final.

## 14. **CURRICULUM**

### 14.1 Requirements Determined by Board

The establishment and maintenance of standards for courses of study, systems of training, periods of service, and examinations and evaluations for Members and RISIAs will be determined by the Board from time to time in Regulations.

## 15. **AGENTS AND EMPLOYEES**

### 15.1 Disclosure of Agents

A Member shall disclose to the Council the names and contact particulars of all Agents appointed by the Member, and advise the Council forthwith after any such Agent is no longer engaged by the Member, in accordance with the provisions of the Code of Professional Ethics.

### 15.2 Prohibited Persons as Employees or Agents

Except with the written permission of the Council, a Member may not employ, nor retain in any capacity having to do with the Member's practice, nor appoint as agent, a person whose application for membership or registration has been refused by the Registrar, or

whose membership or registration has been removed or suspended by the Council or a law society of a province or territory or the Chambre des notaires du Québec as a result of a disciplinary action, nor share space or be a partner or associate of such a person.

### 15.3 Member Responsible for Agent

A Member is responsible for the acts or omissions of the Member's Agents and employees, and shall ensure that all Agents and employees conduct themselves in accordance with the Code of Professional Ethics.

## **16. REGISTER**

### 16.1 Register Prescribed

The Registrar shall be responsible for establishing and maintaining a Register of:

- (a) Members;
- (b) sole proprietorships;
- (c) Firms; and
- (d) RISIAs.

Such Register shall be open to examination by the public at the Council's head office during normal office hours or on the Council's website. Unless otherwise specifically provided under the By-laws, the Board or its delegate shall specify the information to be included in the Register for each of the subsections of this Section 16.1.

## **17. INFORMATION TO BE PROVIDED**

### 17.1 Member Contact and Other Particulars

Subject to the Council's privacy policy and all applicable laws, each Member and RISIA will provide the Council with such individual's business and residence addresses, telephone numbers, email addresses, name of employer and the official position or positions she or he occupies in her or his employment and such other information as determined by the Council and will promptly notify the Council of any change therein.

### 17.2 Firm Contact and Other Particulars

Subject to the Council's privacy policy and all applicable laws, each Firm will provide the Council with such person's business addresses, telephone numbers, email addresses and such other information as determined by the Council and will promptly notify the Council of any change therein.

### 17.3 Deemed Consent

Each Member, RISIA and Firm shall be deemed to consent for all purposes to the release of any and all information and documentation in the possession, under the control or within the power of the Member, RISIA or Firm to the Council to carry out its responsibilities and functions pursuant to the Articles, By-laws and Regulations.

## **18. DUES AND FEES**

### **18.1 Board to Fix**

The Board will fix the admission fees, annual Dues and fees, and other fees, fines, penalties or interest to be paid by Members and RISIAs in accordance with the Regulations.

### **18.2 Billings**

Annual Dues and fees will be billed to Members and RISIAs. Admission fees and other fees, Dues, fines, penalties or interest will be due and payable on terms as established by the Board.

### **18.3 Compassionate Waiver or Reduction of Fees**

The Board or its delegate may, on compassionate grounds, or on such other good and sufficient grounds as the Board may determine, remit or forgive all or part of the annual Dues and fees and arrears, if any, payable by a Member or RISIA.

### **18.4 Regulation to Establish Payment Terms**

Except as otherwise provided in the By-laws, the payment terms for Dues, fees, fines, penalties and interest payable by Members and RISIAs, and the consequences of non-payment will be determined by the Board from time to time in Regulations.

## **19. SUSPENSION AND CANCELLATION OF MEMBERSHIP**

### **19.1 Final Notice of Dues**

If a Member fails to pay the annual Dues and fees or any other fees, Dues, fines, penalties or interest payable no later than one month after the due date, the Council shall send the Member a written notice titled "Final Notice of Payment Owing" stating that unless such amounts owing are paid or otherwise resolved in less than 45 calendar days following the due date (the Grace Period), at the expiry of the Grace Period, the Member's membership in the Council shall be suspended by the Registrar.

### **19.2 Suspension for Non-Payment**

At the expiry of the Grace Period, the Registrar may suspend the membership of any Member who has received a Final Notice of Dues and such Dues and fees or other amounts then remain unpaid, unremitted, unforgiven or otherwise unresolved, and Notice of Suspension shall be sent to the Member in the manner provided in Section 5 informing such individual that his or her membership has been suspended in accordance with the By-laws and requesting the return of such individual's Certificate of Registration and photo identification card.

### **19.3 Compassionate Relief Discretionary**

The Registrar may, in his discretion, restore to active practising status, a Member who has been administratively suspended:

- (a) in the case of financial hardship of a Member, for non-payment of Dues, provided that the Member enters into a payment plan approved by the Registrar and continues to make payments throughout the complete term of the payment plan;
- (b) for failure to comply with the requirements of Section 37 [Learning and Development] for reason(s) deemed by the Registrar, acting reasonably, to be good and valid in the circumstances, provided that the Member enters and continues in a learning and development plan approved by the Registrar.

If the Member defaults in payment under the approved payment plan or fails to continue in the learning plan (as the case may be), the Member shall be subject to being returned to and continue under suspension until the full balance owing has been paid or the learning plan has been completed (as the case may be).

#### 19.4 Revocation After 90 Days

If, 60 days after the date of the Final Notice of Payment Owing was sent to a Member under Section 19.1, that being 90 days after the original due date, any part of this amount remains unpaid or otherwise unresolved, the Registrar may revoke the membership of any Member and Notice of Revocation shall be sent to the Member in the manner provided in Section 5 informing such individual that his or her membership has been administratively revoked in accordance with the By-laws and requesting the return of such individual's Certificate of Registration and photo identification card.

#### 19.5 Further Suspensions

The Registrar may suspend the membership of any Member who:

- (a) within thirty (30) days of the date of deemed receipt of written notice from the Council requiring production of filings, declarations, information documents or other materials required pursuant to the By-laws and Regulations to be provided or produced, has failed to provide all such filings, declarations, information documents or other materials;
- (b) within thirty (30) days of the date of deemed receipt of written notice from the Council requiring a response in respect of any matter of professional conduct, has failed to reply in writing as required in the By-laws;
- (c) within the time specified in any Regulation, has failed to comply with the requirements of such Regulation;
- (d) within the time specified in any Order, has failed to comply with an Order of the Complaints Committee, the Discipline Committee, the Review Committee or the Appeal Committee; or
- (e) has failed to undertake required continuous professional learning and development and demonstrate compliance therewith, and report to the Council, all as provided in Section 37;

and in any of these events, Notice of Suspension shall be sent to the Member in the manner provided in Section 5 informing such individual that his or her membership has

been suspended in accordance with the By-laws and requesting the return of such individual's Certificate of Registration and photo identification card. **The Board or its delegate may restore to active practising status a Member who has been administratively suspended for any of the events set forth in this Section 19.5.** [Amended Bd of Directors 21-22 Jan 2016]

#### 19.6 Additional Revocation Authority

In the event that the suspension of the membership of any Member pursuant to this Section 19 continues for more than ninety (90), the Registrar may revoke the membership of any such member, and Notice of Revocation shall be sent to the Member in the manner provided in Section 5 informing such individual that his or her membership has been revoked in accordance with the By-laws and requesting the return of such individual's Certificate of Registration and photo identification card.

#### 19.7 Appeal of Suspension/Revocation – Right

An individual whose membership is suspended or revoked under this Section 19 may appeal the decision to the person or body specified by the By-law as having authority to hear the appeal.

#### 19.8 Appeal of Suspension/Revocation – Decision

On hearing the appeal, the person or body may confirm or vary the decision being appealed, or may substitute his, her or its own decision for that of the Board.

#### 19.9 Appeal of Suspension/Revocation – Decision Final

The decision of the person or body under Section 19.8 is final.

### **20. RESIGNATION AND REINSTATEMENT**

#### 20.1 Pre-Requisites to Resignation Without Permission

A Member may resign her or his membership in the Council without the Council's permission, provided such individual is not indebted to the Council or, if so indebted, such indebtedness is repaid or is waived by the Board or its delegate prior to such resignation becoming effective, by filing her or his resignation in writing with the Council and otherwise complying with the By-laws and Regulations, and such individual's membership is thereupon cancelled. Provided, however that the date upon which the resignation becomes effective shall be the date upon which all requirements have been fulfilled by the Member as determined by the Registrar upon receipt of all such evidence as he or she may reasonably require.

#### 20.2 Resignation With Permission

A Member who is subject to a disciplinary proceeding may be permitted by the Discipline Committee to resign his or her membership prior to a hearing by that Committee, as an alternative to the risk of having the membership revoked as a penalty at the conclusion of the hearing.

### 20.3 Readmission After Resignation or Revocation

Any individual who has resigned his or her membership in the Council or whose membership in the Council has been revoked in accordance with the By-laws may apply for re-admission to membership in the Council in accordance with Section 13.2 unless it was made a term of the resignation or revocation that there shall be no readmission.

### 20.4 Disciplinary Authority Continues After Resignation or Revocation

An individual who resigns as a Member or whose membership is suspended or revoked in accordance with the By-laws remains subject to the continuing jurisdiction of the Council in respect of an investigation or disciplinary proceeding arising from his or her conduct while a Member, provided that no investigation shall be commenced respecting the conduct of such individual unless the conduct comes to the attention of the Council before the sixth anniversary of the day on which the individual ceased to be a Member.

## 21. **NO LIABILITY OF MEMBERS**

### 21.1 Member Non-Liability

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Council or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Council.

## **C. FIRMS AND SOLE PROPRIETORSHIPS**

### 22. **REGISTRATION AND RESTRICTIONS AND CONDITIONS**

#### 22.1 Registration Required

No Member shall practice as an immigration/citizenship consultant in a name other than his or her own legal name, unless the Member has complied with the registration requirements of this Section 22.

#### 22.2 Regulation of Firms, Sole Proprietorships

A Member may practice as an immigration/citizenship consultant through a Firm or as a sole proprietorship, in accordance with the restrictions and conditions as may be specified herein and by the Board in Regulations.

#### 22.3 Application Required for Firms, Sole Proprietorships

A Member who wishes to practice as an immigration/citizenship consultant through a Firm or as a sole proprietorship must apply to the Registrar to be registered as a Firm or as a sole proprietorship, subject to such terms and conditions as may be specified herein and by the Board in Regulations.

#### 22.4 Information Prescribed

A Member or Firm shall register and maintain with the Council, in the manner provided in Regulations by the Board, the name or names under which the Member or Firm carries on a practice and such other information as provided by the Board in Regulations.

#### 22.5 Designation of Firm Member

Upon registration with the Council, a Firm shall designate a Member of the Council to be the designated representative of the Firm.

#### 22.6 Certificate for Firm

A Firm that has been registered shall be given a Certificate of Registration, and the provisions of Section 12 shall apply with necessary variations.

#### 22.7 Restrictions Apply to Firm

A restriction or condition imposed under the By-laws on a Member practising as an immigration/citizenship consultant through a Firm applies to the Firm in relation to the Member's practice as an immigration/citizenship consultant.

#### 22.8 Continuing Council Jurisdiction After Suspension

A Firm whose registration is suspended remains subject to the continuing jurisdiction of the Council for all purposes.

#### 22.9 Right to Apply for Re-Registration

Any Member or Firm who has resigned his, her or its registration with the Council or whose registration with the Council has been cancelled in accordance with the By-laws may apply for re-registration with the Council in accordance with the Regulations and subject to such terms and conditions as may be prescribed in the Regulations or as stipulated in an Order of the Discipline Committee, Review Committee or Appeal Committee.

### **23. APPLICATION OF THE BY-LAW**

#### 23.1 Application of the By-law to Firm, Sole Proprietorship

The By-law apply to a Member despite the fact that the practice of the Member is carried on through a Firm or sole proprietorship and, the professional obligations of a Member to a person who is his or her client:

- (a) are not diminished by the fact that the Member is practising through a Firm or sole proprietorship; and
- (b) in the case of a Member practising through a Firm that is a corporation, apply equally to the corporation and to its directors, Officers, shareholders, agents and employees.

### 23.2 Firm Subject to Investigation, Inspection

If the conduct of a Member practising on behalf of a Firm or sole proprietorship is the subject of an investigation or inspection pursuant to the By-laws:

- (a) any power that may be exercised in respect of a Member may be exercised in respect of the Firm or sole proprietorship; and
- (b) the Firm or sole proprietorship, as applicable, shall be jointly and severally liable with the Member for all fines and costs the Member is required to pay in relation to the investigation or inspection.

## **D. REGULATED INTERNATIONAL STUDENT IMMIGRATION ADVISORS**

### **24. REGULATED INTERNATIONAL STUDENT IMMIGRATION ADVISORS**

#### 24.1 Registration of RISIAs

The Council or its delegate shall register as a RISIA any individual who:

- (a) has met the educational and such other requirements as may be established from time to time by Regulation;
- (b) has applied for registration as a RISIA in accordance with the Regulations; and
- (c) has agreed to abide by the By-laws, Code of Ethics for RISIAs and the Regulations established by the Board from time to time.

#### 24.2 Restricted Scope of Practice

A RISIA may only provide immigration advice to his or her clients in the areas of practice prescribed from time to time by Regulation. The Council may impose other restrictions or conditions on the right of any individual to practice as a Regulated International Student Immigration Advisor.

#### 24.3 Not a Member Class

No individual who is a RISIA shall be considered a Member of the Council or a member pursuant to the Act and a RISIA shall not be entitled to any rights or privileges of Members or of members pursuant to the Act. RISIAs shall only be entitled to those privileges as are designated from time to time by the Board in the By-laws or Regulations.

#### 24.4 Designations for RISIAs

The use by RISIAs of the designations “Regulated International Student Immigration Advisor / Conseiller réglementé en immigration pour étudiants étrangers” and the initials “RISIA” or “CRIIE” is subject to the prescriptions, conditions and restrictions contained in



the Regulations and every RISIA in good standing has the right to such use unless otherwise provided or ordered pursuant to the By-laws or the Regulations.

#### 24.5 Discipline Process for RISIAs

The disciplinary process for RISIAs is specified by the Board in Regulations.

#### 24.6 RISIA Committee

On an annual basis, the Board will appoint a committee consisting of RISIAs to meet the Mandate and Charter for such RISIA Committee.

#### 24.7 Attendance at Members Meetings

RISIAs will be given notice of and have the right to attend in person as observers (with no right to vote or speak) the Annual Meeting of Members and any General Meeting of Members.

#### 24.8 Ongoing Obligations

Each RISIA shall comply with the continuous professional learning and development obligations, the annual reporting obligations, the payment of annual registration fees and other obligations imposed on RISIAs from time to time by Regulation and in the Code of Ethics for RISIAs.

## **E. RULES OF CONDUCT AND DISCIPLINE**

### **25 CONSULTATION ON RULES OF CONDUCT**

#### 25.1 Public and Appropriate Authorities

The Council shall from time to time consult with the public and relevant authorities in order to update the Rules of Professional Conduct.

### **26. RULES OF CONDUCT GOVERNING MEMBERS AND FIRMS**

#### 26.1 Required Familiarity

All Members and Firms shall be familiar with and comply with the By-laws, Regulations and Code of Professional Ethics of the Council and the rules and standards established or adopted by the Board from time to time.

### **27. INVESTIGATION POWERS**

#### 27.1 Investigator Authority

In conducting an investigation, an ICCRC investigator may,

- (a) question and require the Member or anyone who works with the Member, or anyone who works in the Firm to provide information that is relevant to the investigation;

- (b) require the production of and examine any document or thing that is relevant to the investigation, including a client file;
- (c) on giving a receipt for it, remove any document or thing that is relevant to the investigation for the purposes of making copies or extracts of any document or information, but the making of the copies or extracts shall be carried out with reasonable dispatch, and the document or thing shall afterwards be returned promptly; and
- (d) use any data storage, processing or retrieval device or system used in carrying on business on the premises in order to produce a document in readable form.

#### 27.2 No Obstruction

No person shall obstruct an investigator executing his or her duties or withhold from him or her or conceal, alter or destroy any document, computer file or thing relevant to the investigation or inspection.

#### 27.3 When Decline Investigation

An investigator shall only investigate a complaint if directed by the Registrar or by an Order of the Complaints Committee, Review Committee, Discipline Committee or Appeal Committee.

#### 27.4 Investigation Following Receipt of Certain information

An investigator may be instructed to investigate information received by the Council that is not in the form of a complaint if the information:

- (a) comes from a federal or provincial government department or agency;
- (b) comes from another apparently reliable source;
- (c) suggests that a Member may have committed an offence under the Rules of Professional Conduct; or
- (d) suggests that a non-Member or suspended Member may be practising unlawfully as an immigration/citizenship consultant.

### **28. COMPLAINTS COMMITTEE**

#### 28.1 Committee Review and Investigate

The Complaints Committee shall review complaints from members of the public, Members, Firms or Council staff regarding the conduct of any Member, RISIA or Firm, but no action will be taken by the Complaints Committee under Section 28.3:

- (a) unless a written complaint, signed by the complainant and setting out the complainant's name, address and telephone number, has been filed with the Registrar; and

- (b) unless the subject of the complaint has been notified of the complaint and given at least 30 days to submit a reply in writing to the Committee with explanations or representations.

#### 28.2 Complaints Committee Not to Refer

The Complaints Committee shall order that the Complaint not be referred to the Discipline Committee if:

- (i) the complaint does not provide evidence relevant to an offence under the Code of Professional Ethics; or
- (ii) the complaint is
  - (i) frivolous, vexatious or an abuse of process
  - (ii) manifestly without substance and does not warrant further consideration;
  - (iii) made for an improper purpose; or
  - (iv) not in the public interest to proceed further.

#### 28.3 Committee Authority

The Complaints Committee, after reviewing the complaint, the Member's reply to the complaint (if any), the investigator's report and any legal opinions it receives, may do one or more of the following:

- (a) order that the complaint be referred, in whole or in part, to the Discipline Committee;
- (b) order that the complaint not be referred to the Discipline Committee with or without offering a recommendation to the Member with respect to his/her future conduct;
- (c) refer the complaint back to an investigator for further fact-finding before making a decision;
- (d) make any other order that it considers appropriate in the circumstances and that is not inconsistent with the By-laws, other than any order that may be made by the Discipline Committee under Section 29.9.

#### 28.4 Written Decision and Reasons on Complaint

Within a reasonable time after receiving a complaint the Complaints Committee shall make its decision and issue its order. A copy of the decision and order shall be sent to the complainant and the Member, RISIA, Firm or sole proprietorship involved. The Complaints Committee shall not be required to give reasons for its decision or order. A decision or order of the Complaints Committee is final, and not subject to appeal.

#### 28.5 Record of Complaints

The Council will maintain a record of all complaints received about any Member, RISIA, Firm or sole proprietorship and the disposition of such complaints.

#### 28.6 Contact Prohibited

Once a Member, RISIA, Firm or sole proprietorship has been informed of a complaint, the person shall not have any contact directly or indirectly with the complainant that might influence the complainant to withdraw the complaint or to decline to testify.

### **29. DISCIPLINE COMMITTEE**

#### 29.1 Consider Referrals from Complaints Committee

The Discipline Committee shall consider every complaint ordered to be referred to it by the Complaints Committee, in accordance with the Discipline Committee's Rules of Procedure.

#### 29.2 Resolution By the Parties

The parties may agree to resolve the issues in a Discipline Committee proceeding by submitting an Agreed Statement of Facts and a Joint Submission on Penalty to the Discipline Committee for its review and approval. The Discipline Committee shall approve the Joint Submission on Penalty and order it to be applied if it is satisfied, in light of the Agreed Statement of Facts and other decided cases that are similar, that the proposed penalty (if any) falls within a range of reasonable outcomes in all the circumstances. The Discipline Committee shall not amend or vary the Joint Submission on Penalty, but shall give written reasons if it rejects it. The parties may amend a rejected Joint Submission on Penalty and may re-submit it to a panel of the Discipline Committee with none of the same members of the panel that rejected it, or may have the issues resolved through a hearing.

#### 29.3 Discipline Hearing Notice Posted

Notice of the date, time and place of a Discipline Committee hearing shall be posted in the public area of the Council's website, along with the name of the Member or Firm, a description of the allegations and notice that the hearing is open to the public, unless the Discipline Committee orders otherwise.

#### 29.4 Authority for *In Camera* Proceedings

The Discipline Committee has authority to conduct a hearing *in camera* whenever matters involving public security or financial, personal or other private matters may be disclosed at the hearing if the desirability of avoiding this disclosure outweighs the desirability of the hearing being open to the public.

#### 29.5 Discipline Committee Rules of Procedure Required

The Discipline Committee shall establish Rules of Procedure for matters that are referred to it, the form and content of which shall be consistent with principles of procedural fairness.

#### 29.6 Combining Proceedings

If two or more proceedings before the Discipline Committee involve the same Member, RISIA, Firm or sole proprietorship or the same or similar questions of fact, law or policy, the Committee may, without the consent of the parties, combine the proceedings or any part of them into one proceeding, or may hear the separate proceedings at the same time.

#### 29.7 Urgent Interim Orders

At any time the Discipline Committee may order suspension of membership or registration, or may order any restrictions or conditions of continued practise that the Committee finds necessary to protect the public, pending the outcome of a hearing on the merits of the complaint, provided that:

- (a) the Discipline Committee has heard an urgent application by legal counsel for the Council, during which the person complained of is given a fair opportunity to present its reasons for opposing the application, and the Committee has decided the application in favour of the Council, and
- (b) the Discipline Committee is satisfied that to deny the order applied for may result in harm to any member of the public.

#### 29.8 Finding of an Offence

At the conclusion of a hearing, the Discipline Committee shall find that a Member or Firm has committed an offence if in the Committee's opinion the Member or Firm has failed to comply with the Code of Professional Ethics or an applicable By-law or Regulation.

#### 29.9 Discipline Committee's Authority to Order

If the majority of members of a Discipline Committee hearing panel finds that a Member, RISIA, Firm or sole proprietorship has committed an offence, it may by order

- (a) revoke the Member's membership or the RISIA's or Firm's registration for a period stipulated in the Order.
- (b) suspend the Member's membership or the RISIA's or Firm's registration for a period stipulated in the Order.
- (c) prohibit a Member whose membership is suspended from using any designation, term, title, initials or description implying that the member is practising as a Regulated Canadian Immigration Consultant / Consultant réglementé en immigration canadienne during the period of revocation or suspension.
- (d) determine the timing and manner of the return of a Certificate of Registration to the Council by a Member whose membership is revoked.
- (e) impose restrictions or conditions on the right of the Member to practise as a Regulated Canadian Immigration Consultant / Consultant réglementé en immigration canadienne.

- (f) issue a reprimand and, if the Committee considers it appropriate, direct that the reprimand be recorded in the register and/or published on the Council's website.
- (g) require the Member, RISIA or Firm to take any specified rehabilitative measure, including requiring the Member or any Member practising as a Regulated Canadian Immigration Consultant / Consultant réglementé en immigration canadienne through the firm to complete successfully specified professional development courses or to seek specified counselling or treatment.
- (h) require the Member, RISIA or Firm to pay a monetary penalty and/or the Council's reasonable costs of investigation and legal fees for the hearing, and specify the timing and manner of payment.
- (i) delay the imposition of a measure under this subsection 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 Committee's order shall result in the revocation of membership or registration.
- (k) make any other order that the Committee considers necessary in the circumstances.

#### 29.10 Additional Authority – Being Ungovernable

If the majority of members of a Discipline Committee hearing panel finds that a Member is Ungovernable, including:

- (a) repeated failure to respond promptly and adequately to ICCRC's requests for audit information or response to ICCRC's investigation of complaints;
- (b) repeated failure to respond promptly and adequately to client requests for information;
- (c) substantial abandonment of the Member's clients;
- (d) failure to comply promptly and fully with decision or orders of the Discipline Committee, the Appeal Committee or the Review Committee;
- (e) repeated offences under the By-law, Code of Professional Ethics or a Regulation; or
- (f) any other repeated substantial failure or inability to comply with ICCRC's regulatory requirements,

it may by order suspend or revoke the membership of the Member.

#### 29.11 Discipline Committee May Award Costs

The Discipline Committee may award the costs of a proceeding before it against

- (a) the subject of the proceeding,
  - (i) where a determination adverse to the subject of the proceeding was made; or

where the subject of the proceeding caused costs to be incurred without reasonable cause or to be wasted by undue delay, negligence or other default.

The costs awarded may include costs incurred by the Council in the investigation, prosecution, and hearing of the matter;

- (b) against the Council, but only
  - (i) where the proceeding was unwarranted; or
  - (ii) where the Council caused costs to be incurred without reasonable cause or to be wasted by undue delay, negligence or other default.

The costs awarded may include costs incurred by the subject of the proceeding for legal fees and disbursements.

#### 29.12 Terms of Costs Award

- (a) In making any award of costs, the Discipline Committee shall specify the time period in which the costs shall be paid and whether it shall be by a single payment or more than one payment over a specified time.
- (b) If the costs are not paid in full within the specified time, unless there is an arrangement with the Registrar for a payment plan, and payments have been made in accordance with that plan, the Member shall be automatically suspended for non-payment. That suspension shall remain in force until either full payment has been made or membership is revoked under Section 19.4.

#### 29.13 Effective Date of Discipline Committee Order

Unless the Appeal Committee or the Discipline Committee grants a motion for a stay (which may be made at the end of the hearing), the final decision and order of the Discipline Committee approving or denying a Joint Submission on Penalty or deciding a complaint at a hearing takes effect on the day specified in the order.

#### 29.14 Continuing Jurisdiction Despite Suspension, etc.

Any Member or Firm whose membership in or registration with the Council is revoked, suspended or cancelled as a result of disciplinary proceedings remains subject to the continuing jurisdiction of the Council for any investigation or disciplinary proceeding.

#### 29.15 Resumption of Membership or Registration - Right to Apply

Any Member or Firm whose membership in or registration with the Council is revoked, suspended or cancelled as a result of disciplinary proceedings may, unless prohibited for life, apply after the expiry of the period stipulated in the Order for re-admission as a

Member or re-registration as a Firm in accordance with Section 13.2 or Section 22.9, as applicable, and on any further terms and conditions the Review Committee may require.

#### 29.16 Publication of Discipline Decision, Order and Reasons

- (a) Whenever the Discipline Committee has found that a Member has committed an offence, the Council shall publish the decision and order of the Discipline Committee, together with the written reasons for the decision in the public area of the Council's website;
- (b) The Discipline Committee may also order that its decision and/or order be published in the local or daily newspaper of the community or communities where the Member resides and/or carries on business;
- (c) Subsections (a) and (b) shall not apply if the Discipline Committee determines that disclosure of the name of the Member in any or all of the above publications is not required in the public interest and would be unfair to the Member.
- (d) Unless the Discipline Committee orders otherwise, the name of the Member published in its decision and/or order will be deleted from the Council's website after seven (7) years.

### **30. REVIEW COMMITTEE**

#### 30.1 Responsibilities

The Review Committee shall fulfil its responsibilities in:

- (a) Section 38 (Bankruptcy or Insolvency);
- (b) Section 39 (Capacity);
- (c) Section 29.15 for the re-application or re-registration of a cancelled, suspended or revoked Member or Firm; and
- (d) any Regulation established by the Board.

### **31. APPEAL COMMITTEE**

#### 31.1 Right of Appeal

The Council or the Member or Firm may appeal to the Appeal Committee from a decision or order of the Discipline Committee or the Review Committee on the grounds of

- (a) an error of law, fact or mixed law and fact, and denial of procedural fairness, or
- (b) the discovery of material new evidence that could not with due diligence have been available at the initial hearing.

An appeal may be brought provided that the notice of appeal is in writing and is filed with the Registrar within 30 days from the date of receipt of the decision and/or order from which the appeal is taken.



### 31.2 Stay of Discipline Committee Order

The order of the Discipline Committee will remain in force in the event of an appeal unless the Discipline Committee or the Appeal Committee grants an application for a stay of the order.

### 31.3 Appeal Hearing Notice Posted

Except in the case of a Hearing from which the appeal is taken that was held in whole or in part *in camera*, or the Discipline Committee determined, the name of the Member should not be disclosed, the Notice of the date, time and place of an Appeal Committee hearing will be posted in the public area of the Council's website, along with the name of the Member or Firm, a description of the allegations and of the appeal issues and notice that the hearing is open to the public.

### 31.4 Appeal Committee's Authority to Order

The Appeal Committee has the power to determine any question of law or mixed fact and law that arises in an appeal and may:

- (a) make any decision or order that could have been made by the committee from which the appeal is taken;
- (b) order a new hearing before the Discipline Committee or Review Committee; or
- (c) dismiss the appeal.

### 31.5 Appeal Committee May Award Costs

The Appeal Committee may award the costs of a proceeding before it on the same principles as the Discipline Committee.

### 31.6 Effective Date of Appeal Committee Order

A decision or order of the Appeal Committee takes effect on the date the decision or order is made, unless the Appeal Committee orders otherwise. The decision, the order and the reasons for the decision, if available, shall be provided in writing to each party within 2 business days after the writing of the reasons has been completed. A decision or order of the Appeal Committee is final.

### 31.7 Delivery of Appeal Committee Reasons

The reasons for a decision and order of the Appeal Committee shall be written no later than 30 days after the decision and order have been made, and shall be sent by the Registrar by prepaid post or email to each party no later than 2 business days after the date the final reasons have been written.

### 31.8 Publication of Appeal Decision, Order and Reasons

Decisions and orders of the Appeal Committee and their reasons for decision shall be published in the same manner as for the Discipline Committee under Section 29.16.

## **32. REVIEW OF REGISTRAR'S DECISION**

### **32.1 Review of Decisions**

The Appeal Committee or such other Committee as may be determined by the Board from time to time shall review:

- (a) any application from an applicant for whom membership or registration as a RISIA, Firm or as a sole proprietorship has been refused or not renewed;
- (b) the issuance of a Registrar's Letter of Concern or Warning to be placed on the permanent file of a Member, RISIA, Firm or sole proprietorship.

### **32.2 Appeal Committee To Consider**

In arriving at its decision in respect of an application for review made pursuant to Section 25.1, the Appeal Committee shall have regard to such considerations as it may deem appropriate including:

- (a) the provisions of the By-laws, Regulations and Rules of Professional Conduct;
- (b) the written reasons of a decision of the Registrar.

### **32.3 Appeal Committee Decision**

The Appeal Committee, after completing its review, may:

- (a) confirm the decision of the Registrar;
- (b) vary the decision of the Registrar in any manner it deems appropriate in the circumstances;
- (c) overturn the decision of the Registrar and substitute such other decision as it deems appropriate in the circumstances.

### **32.4 Notice of Appeal Decision**

Any applicant shall be given prompt written notice of the decision of the Appeal Committee.

### **32.5 Appeal Decision Final**

The decision of the Appeal Committee is final.

## **33. NOTICE OF CONDUCT**

### **33.1 No Requirement to Take Notice**

Neither the Council nor the Board will be required to take notice of any published article or private communication or of any other statement concerning the conduct of a Member, RISIA, Firm or sole proprietorship.

### **34. NOTICE OF PROCEEDINGS**

#### **34.1 Notice to Other Organizations**

If a Member resigns or is suspended, or his or her membership or registration is revoked or cancelled, either administratively or as a result of disciplinary proceedings, the Council will give notice to CBSA, CIC, IRB, any provincial or territorial registries of immigration/citizenship consultants programs, and any Provincial Nominee Program including the name of such Member and the reasons for the action taken.

### **35. OBLIGATION TO REPLY TO COUNCIL REQUESTS**

#### **35.1 Mandatory Reply to Council**

Unless an extension of time in which to reply is approved by the Registrar, a Member or Firm shall reply in writing to any written communication from the Council or an investigator retained by the Council, about a disciplinary issue in which a reply is specifically requested, within 30 days of the date the Member or Firm receives the request.

### **36. APPLICATION TO FORMER MEMBERS**

#### **36.1 Continued Application to Former Members**

Sections 26 to 36 apply with necessary modifications to an individual who resigns as a Member or whose membership or registration is revoked or cancelled or otherwise terminated, provided that no investigation of such a Member shall be commenced unless the conduct comes to the attention of the Council before the sixth anniversary of the day on which the individual ceased to be a Member.

### **37. LEARNING AND DEVELOPMENT**

#### **37.1 Continuous Professional Learning and Development Required**

Every Member shall undertake CPD, and shall demonstrate compliance with the requirements as set out in this Section 37 and the Regulations, unless the Member is exempt from such requirements under the provisions of the Regulations.

#### **37.2 Regulations Prescribe CPD**

The Board may, by Regulation prescribe:

- (a) content and required minimum amount of continuous professional learning and development;
- (b) the reporting and document retention requirements;
- (c) the penalties and procedures applicable to non-compliance with the continuous professional learning and development provisions of this Section 37 and the Regulations; and
- (d) the exemptions available from the continuous professional learning and development obligations.

### 37.3 Member Annual CPD Reports Required

Every Member subject to the continuous professional learning and development requirement of this Section 37 and the Regulations shall submit annually, on or before the due date prescribed by Regulation, a report in the prescribed form outlining their professional development activities.

### 37.4 Practice Management Education Included

For greater certainty, Continuous Professional Learning and Development includes but is not limited to Practice Management Education.

## **38. BANKRUPTCY OR INSOLVENCY**

### 38.1 Member Report Required

A Member or Firm shall notify the Registrar in writing not later than 15 days after the occurrence, pursuant to the *Bankruptcy and Insolvency Act* or the *Companies Creditors Arrangement Act*, as applicable, of any of the following events:

- (a) becoming a bankrupt;
- (b) making a proposal to creditors;
- (c) becoming the subject of a formal proceeding as an insolvent debtor; or
- (d) having a business of which the Member is an owner placed under a receiving order or the Firm being placed under a receiving order.

### 38.2 Information Required from Member

The Registrar, upon receiving notice pursuant to Section 38.1, may require the Member or Firm to provide the Registrar with:

- (a) all documentation required pursuant to the *Bankruptcy and Insolvency Act* or *Companies Creditors Arrangement Act*, as applicable, in respect of the bankruptcy, proposal to creditors, formal proceeding as an insolvent debtor, or receiving order, as applicable; or alternatively an undertaking to provide such documentation as soon as it becomes available;
- (b) the statement of claim and defence in respect of any civil litigation pertaining to an insolvency proceeding, if such proceeding has been reported, or an undertaking to provide such documentation as soon as it becomes available;
- (c) such documents relating to the financial circumstances of the Member or Firm as are prescribed in the Regulations;
- (d) a declaration granting the Council permission to access information or documentation relating to the bankruptcy, proposal to creditors, insolvency proceeding or receivership order directly from or through one or more of the trustee in bankruptcy, the Superintendent of Bankruptcy or the Official Receiver as applicable; and

- (e) such other documentation or information as may be prescribed in the Regulations.

### 38.3 Review Committee to Consider

The Registrar shall promptly refer the written notice and all related documentation and information received from the Member or Firm for review by the Review Committee.

### 38.4 Authority of Review Committee

The Review Committee shall review every matter referred to it under Section 38.3 may, for purposes of its review:

- (a) require that the Member or Firm provide to the Committee any document or information referred to in Section 38.2 within the time and in the manner specified by the Review Committee; and
- (b) direct the Registrar to investigate the matter;

and in accordance with the information it receives, the Review Committee, may:

- (c) require the Member or Firm to continue to provide relevant information and documentation until the applicable bankruptcy or insolvency event is complete;
- (d) order that a hearing be held before the Review Committee to consider the circumstances of the Member or Firm; or
- (e) take no further action.

### 38.5 Where Risk of Harm – Review Committee Hearing

If the Review Committee receives any document or information under Section 38.2(c) suggesting that the Member's or Firm's bankruptcy or insolvency event may pose a risk of harm to any person, the Review Committee may hold a hearing on the matter.

### 38.6 Where Risk of Harm – Review Committee Authority

If, following a hearing conducted pursuant to Section 38.4(d) or Section 38.5 of the By-laws, the Review Committee determines that there are reasonable grounds for believing that the Member's or Firm's bankruptcy or insolvency event poses or may pose a risk of harm to any person, it may by order do one or more of the following:

- (a) suspend the Member's membership or the Firm's registration.
- (b) impose restrictions or conditions on the right of the Member to practise as a Regulated Canadian Immigration Consultant / Consultant réglementé en immigration canadienne.
- (c) make any other order, other than revoking the Member's membership, or cancelling the Firm's registration, that the Committee considers appropriate in the circumstances.

### **38.7 Failure to Report**

In the event that the Council becomes aware that a Member or Firm has been the subject of any occurrence for which notice to the Registrar is required pursuant to Section 38.1 and the Member or Firm has not provided the Registrar with the required written notice within the prescribed period for reporting such occurrence, the rights and privileges of the Member or Firm shall be suspended from the date on which the Council gives notice of the suspension to the Member or Firm. Such suspension shall remain in effect until the Member or Firm has provided the Registrar with the required written notice and has provided all documentation requested by the Registrar and the Registrar has given notice that such suspension has been lifted. The failure to report the occurrence may be referred to the Complaints Committee for investigation.

### **38.8 Failure to Provide Documentation**

Unless an extension of time in which to reply is approved by the Registrar, any Member or Firm who does not provide the documentation requested by the Registrar within 30 days of the date of the Registrar's request pursuant to Section 38.2 shall be suspended from the rights and privileges of membership or registration from the date on which the Council gives notice of the suspension to the Member or Firm. Such suspension shall remain in effect until the requested documentation is provided and the Registrar has given notice that such suspension has been lifted. The failure to provide such documentation may be referred to the Complaints Committee for investigation.

### **38.9 Review Committee Authority – Failure to Comply with Order**

A Member or Firm who or that fails to comply with an order of the Review Committee in the manner and within the timeframe specified in the order shall be suspended from the rights and privileges of membership or registration from the date upon which the Member or Firm is not in compliance until the date on which the Member or Firm satisfies the Review Committee that the terms have been fulfilled and the Review Committee orders that the rights and privileges of membership or registration be reinstated.

### **38.10 Review Committee Authority – Where Professional Misconduct**

If the Review Committee while conducting its hearing becomes aware of any preliminary investigation and enquiry by the Complaints Committee or the Discipline Committee into the professional conduct of the Member or Firm, the Review Committee or the Discipline Committee may continue its hearing. If the Review Committee or the Discipline Committee while conducting its hearing becomes aware of any act, omission, matter or thing on the part of the Member or Firm that the Complaints Committee or Discipline Committee is empowered to review and investigate pursuant to the By-laws, the Review Committee shall bring such act, omission, matter or thing to the attention of the Complaints Committee or the Discipline Committee for review and investigation pursuant to the By-laws.

### **38.11 Review Committee Decision – Requirement of Notice**

The Chair of the Review Committee shall give written notice by registered mail to the Member or Firm of the decision of the Review Committee within a reasonable time of the decision and, if not satisfied with such decision, the Member or Firm may apply to have the

matter reviewed by the Appeal Committee pursuant to rules set forth in the Regulations before such decision is reported to the Board.

#### 38.12 Review Committee Decision – Report to the Board

Subject to the other provisions of the By-laws, the Review Committee shall report its decision to the Board through the Registrar in respect of any hearing held pursuant to Section 38.5.

#### 38.13 Member's Continued Liability

Notwithstanding the suspension of a Member's or Firm's membership in or registration with the Council, any Member or Firm so suspended will continue to be liable for and will pay all fees and Dues otherwise payable by him, her or it to the Council during the period of suspension.

#### 38.14 Automatic Revocation of Membership

The membership in or registration with the Council of any Member or Firm that has been suspended and continues to be suspended pursuant to this Section 38 shall automatically be revoked as of the third anniversary date of the effective date of the suspension.

#### 38.15 Resumption of Membership – Right to Apply

Any Member whose membership in the Council is revoked pursuant to Section 38 may apply for re-admission as a Member in accordance with Section 13.2 of the By-laws and on such further terms and conditions as the Review Committee may require in each case.

#### 38.16 Right to Appeal Review Committee Decision

The Council or the Member or Firm may appeal a final decision or order of the Review Committee to the Appeal Committee, provided that the notice of appeal is in writing and is filed with the Chair of the Appeal Committee within 30 days from the date of receipt of the copy of the Review Committee's decision and/or order.

#### 38.17 Appeal Committee Decision

The Appeal Committee may determine any question of law or mixed fact and law that arises in such appeal and may:

- (a) make any decision or order that could have been made by the Review Committee;
- (b) order a new hearing before the Review Committee; or
- (c) dismiss the appeal.

#### 38.18 Appeal Committee Decision Final

A decision or order of the Appeal Committee under this Section 38.17 is final.

## **39. CAPACITY**

### **39.1 Meaning of Incapacity**

For the purposes of Section 39, a Member of the Council is incapacitated if, by reason of physical or mental illness, condition or disorder, he or she is incapable of meeting his or her obligations under the By-laws, Regulations or the Code of Professional Ethics, as applicable.

### **39.2 Council to Investigate Incapacity**

If the Council receives information suggesting that a Member is incapacitated, the Council may investigate the matter.

### **39.3 Referral to Review Committee**

Following an investigation under Section 39.2, the Council may apply to the Review Committee for a determination of whether the Member is incapacitated.

### **39.4 Examination for Clinical Opinion**

If the Review Committee determines that it is necessary to obtain the opinion of a physician or a psychologist in order to determine whether a Member is incapacitated, the Review Committee may, on its own or on motion, order the Member to undergo a medical or psychological examination. The examining physician or psychologist shall be specified by the Review Committee after giving the Council and the Member an opportunity to make recommendations.

### **39.5 Where Member Refuses Examination**

If the Member fails to comply with an order of the Review Committee under Section 39.4, the Review Committee may make an order suspending his or her membership until he or she complies.

### **39.6 Examination Report**

Following the examination of the Member, the physician or psychologist shall provide to the Review Committee:

- (a) an assessment of whether the Member is incapacitated;
- (b) an assessment of the extent of any incapacity; and
- (c) any further information respecting the medical or psychological issues in the case.

### **39.7 Admissibility of Information**

Information provided by the Member to a physician or psychologist during a medical or psychological examination is not admissible in evidence except:

- (a) in the application under Section 39.3 including any appeal, and in any proceeding in court arising from or relating to the application; and



- (b) in an application under Section 40 for a custodianship order, including any appeal, and in any proceeding in court arising from or relating to the application.

#### 39.8 Review Committee Authority

If the Review Committee determines that the Member is incapacitated, the Review Committee may by order:

- (a) suspend the Member's membership;
- (b) impose restrictions or conditions on the Member's right to practise as a Regulated Canadian Immigration Consultant / Consultant réglementé en immigration canadienne; or
- (c) make any other order, other than revoking the Member's membership, that the Review Committee considers necessary to protect the public interest.

#### 39.9 Member Appeal Rights

The Council or the Member may appeal a decision or an order under Sections 39.4, 39.5 and 39.8, or a refusal to make an order under Sections 39.4, 39.5 and 39.8 to the Appeal Committee, provided that the notice of appeal is in writing and is filed with the Chair of the Appeal Committee within 30 days from the date of receipt of the copy of the Review Committee's decision and order.

#### 39.10 Appeal Committee Authority

The Appeal Committee may determine any question of law or mixed fact and law that arises in an appeal under Section 39.9 and may:

- (a) make any decision or order that could have been made by the Review Committee;
- (b) refer the matter back to the Review Committee; or
- (c) dismiss the appeal.

#### 39.11 Appeal Committee Decision Final

A decision or order of the Appeal Committee under this Section 39.10 is final.

### **40. CUSTODIANSHIP**

#### 40.1 Court Application for Custody

Where the Registrar of the Council has information or reason to believe on the balance of probabilities that any of the following situations have occurred:

- (a) a Member has died or disappeared;
- (b) a Member is incapacitated within the meaning of Section 39.1;

- (c) a Member's membership has been suspended or revoked or otherwise terminated;
- (d) a Member has neglected or abandoned his or her practice without making adequate provision for the protection of his or her clients' interests;
- (e) a Member has failed to conduct his or her practice in accordance with any restriction or condition to which he or she is subject under the By-laws as applicable; or
- (f) there are reasonable grounds for believing that other circumstances exist in respect of a Member or his or her practice that make an order under Section 40.1 necessary for the protection of the public,

the Council may, in accordance with the law of the jurisdiction where the Member resides or carries on business, upon notice to a Member (or the Member's estate, as the case requires), move before a Justice of the Superior Court for an order that all or part of the property that is or should be in the possession or control of the Member be given into the custody of a custodian appointed by Superior Court.

#### 40.2 Application if Membership Terminated

Section 40 applies with necessary modifications:

- (a) in respect of an individual who resigns as a Member of the Council or whose membership is revoked or otherwise terminated.
- (b) to property that is or should be in the possession or control of an individual referred to in Section 40.2, before or after he or she ceases to be a Member.

#### 40.3 Property Defined

In this Section 40, property means any property wherever it may be located, that is or should be in the possession or control of a Member of the Council in connection with,

- (a) the business operations relating to the Member's practice;
- (b) the business or affairs of a client or former client of the Member;
- (c) an estate for which the Member is or was executor, administrator or administrator with the will annexed;
- (d) a trust of which the Member is or was a trustee;
- (e) a power of attorney under which the Member is or was the attorney; or
- (f) a guardianship under which the Member is or was the guardian.

## **41. PRACTICE INSPECTIONS AND COMPLIANCE AUDITS**

### **41.1 Council May Conduct**

Members and Firms will be subject to compliance audit and inspection (including financial inspection) by representatives of the Council from time to time in accordance with Regulations established by the Board from time to time. The costs to the Council of an inspection respecting the practice of a Member or Firm shall be borne by the Member or Firm in accordance with policies and Regulations established by the Board from time to time.

### **41.2 Role of Practice Management and Education Committee**

The operation of the Council's practice inspection program shall be overseen by the Practice Management and Education Committee and such other Committee(s) as the Board may determine.

## **42. PROFESSIONAL LIABILITY INSURANCE**

### **42.1 Regulation to Prescribe Insurance Requirements**

Members, RISIAs and Firms will be subject to professional liability insurance requirements from time to time in accordance with Regulations established by the Board from time to time.

# **F. THE BOARD OF DIRECTORS**

## **43. COMPOSITION**

### **43.1 Make-Up of Board**

The affairs of the Council will be managed and administered by a Board of Directors which will consist of the following members:

- (a) twelve Members In Good Standing elected from Members in the following Geographic Regions:

<u>Geographic Region</u>	<u>No. of Directors</u>
Ontario	4
Québec	2
Western Canada (British Columbia, Alberta, Saskatchewan and Manitoba)	4
Atlantic Canada, Territories and International (New Brunswick, Prince Edward Island, Nova Scotia, Newfoundland and Labrador, Yukon, Northwest Territories, Nunavut, and outside Canada)	2
Total	12

- (b) one individual who is elected as a Public Interest Director (the “Elected Public Interest Director”);
- (c) two individuals who are appointed, following the Annual Meeting, by the Board as Public Interest Directors in accordance with the Regulations.

#### 43.2 Delegation of Right to Fix Number

The Members delegate to the Board the right to fix the number of Directors from time to time.

### 44. QUALIFICATIONS

#### 44.1 Director’s Eligibility Requirements

No individual shall be eligible for nomination, election or appointment to, or service on, the Board as an Elected Director:

- (a) unless she or he is and continues to be a Member In Good Standing;
- (b) unless he or she is and continues to be a citizen or permanent resident of Canada, or a person registered as an Indian under the *Indian Act*, R.S.C., 1985, c. I-5, as amended;
- (c) unless she or he is eighteen or more years of age;
- (d) if she or he has been declared incapable by a court in Canada or in another country;
- (e) if she or he is a person who has the status of a bankrupt;
- (f) if she or he has been or is convicted of any criminal, regulatory or similar offence which the Governance and Nominating Committee determines in its sole discretion would render that individual unfit or inappropriate to act as a Director;
- (g) if she or he or an Immediate Family member is or becomes a full-time or part-time employee of the Council;

- (h) if she or he or an Immediate Family member is or becomes a member of the Board of Directors or a full-time or part-time employee of any organization with which the Council has a contract or from whom ICCRC receives goods or services, or any other Regulatory Body, unless the Governance and Nominating Committee in its sole discretion determines that there is no apparent conflict of interest;
- (i) if she or he or an Immediate Family member is or becomes a member of any of the following Committees of the Council:
  - (i) Complaints Committee
  - (ii) Discipline Committee
  - (iii) Appeal Committee
  - (iv) Review Committee;
- (j) if he or she, being a Member, is subject to a final determination of guilt in respect of any charge laid against such Member pursuant to the By-laws and adjudicated by the Discipline Committee, the Appeal Committee and any appellate court or tribunal having jurisdiction, all rights of appeals having been exhausted or waived;
- (k) if he or she submits a certification pursuant to Section 44.3 containing one or more inaccurate statements, unless the Board in its sole discretion determines that the individual is qualified as a candidate;
- (l) if she or he is otherwise unfit or inappropriate to act as a Director as determined by the Board in its discretion, but subject to the right of the individual to appeal to the Appeal Committee whose decision shall be final;
- (m) if he or she institutes or has instituted any suit, action or other proceeding against the Council in any court or with any tribunal, agency or commission;
- (n) if the Council institutes or has instituted any suit, action or other proceeding against him or her in any court or with any tribunal, agency or commission.
- (o) if he or she is disqualified by the election officer (with the approval of the Governance and Nominating Committee) in accordance with the Board of Directors Election Campaigning Regulation. [Amended Bd of Directors 12-13 May 2016]

For greater certainty:

- (p) the provisions of this Section 44.1 apply to every candidate for the office of Elected Director regardless of by whom nominated and regardless of whether the individual has previously served or is continuing to serve as a Director;
- (q) a Member is entitled to be a candidate for election of Director from a Geographic Region only if the Member satisfies the residence requirements set forth in Sections 43.1(a) and 44.3;

- (r) before an individual may be nominated, elected or appointed to the Board as an Elected Director, such individual is required to obtain the certificate of the Governance and Nominating Committee that the qualifications of the individual conform to the requirements of this Section 44; and
- (s) the Governance and Nominating Committee may require any individual elected or appointed to, or serving on, the Board as an Elected Director, to satisfy it that such individual continues to maintain his/her eligibility.

#### 44.2 Committee Member's Eligibility Requirements

The provisions of Section 44.1 apply with necessary variations to service on a Standing Committee or other Committees of the Council.

#### 44.3 Certification of Eligibility

A Member will certify in the consent to act as a Director delivered to the Chair of the Governance and Nominating Committee with his or her nomination for election that, in addition to possessing all of the qualifications for nomination or election to and service on the Board as a Director, such Member, for the continuous period of six (6) months preceding (and inclusive of) the last date for nominations,

- (a) is and has been a resident of, and
- (b) has had his/her primary place of business in,

the Geographic Region for which he or she is being nominated for Director. A Director once elected may move his/her residence and/or primary place of business to a different Geographic Region without affecting him/her continuing to serve his/her present term of office.

#### 44.4 Application to Public Interest Directors

The provisions of Section 44.1, except clauses 44.1(a) and 44.1(j), apply with necessary variations to a Public Interest Director.

### **45. NOMINATIONS FOR ELECTION TO THE BOARD OF DIRECTORS**

#### 45.1 Geographical Distribution Requirements

Nominations and elections of Elected Directors will at all times be conducted in a manner which ensures the geographical distribution by elected members of the Board in accordance with Section 43.1(a).

#### 45.2 Notice of Nominations

The Chair of the Governance and Nominating Committee will cause to be mailed or sent by electronic mail or published in a publication of the Council generally circulated to its Members and mailed or sent by electronic mail not later than 120 days before the Annual Meeting in each year to all Members In Good Standing on the date of mailing:

- (a) a notice stating that nominations for election of Directors for the ensuing year may be made provided that any such nomination:

- (i) is made in writing and signed by five Members In Good Standing;
  - (ii) is accompanied by such background information respecting the nominee as the Governance and Nominating Committee may require from time to time, including but not limited to particulars respecting the education, professional credentials, professional, board and committee experience, ethical values, good character, credit status, litigation history, and criminal record of the nominee;
  - (iii) is accompanied by the written consent of the nominee to the verification of the background information referred to in Section 45.2(a)(ii) and to participation in an interview and/or other assessment tools and, if requested, to participate;
  - (iv) is accompanied by the written consent of the nominee to the nomination either endorsed on or appended to such nomination; and
  - (v) is received by the Council not later than the thirtieth day following the date of such notice; and
- (b) a list setting out those Directors who are eligible and willing to stand for re-election or reappointment for an additional term of office.

For greater certainty, the requirements set out in Section 45.2(a) apply to every candidate for the office of Director regardless of by whom nominated, and regardless of whether the individual has previously served as a Director.

#### 45.3 Application to Continuing Directors, Committee Members

The provisions of clauses 45.2(a)(ii) and 45.2(a)(iii) apply with necessary variations to Directors continuing to serve on the Board or on a Standing Committee.

#### 45.4 Duty of Chair of Governance and Nominating Committee

The Chair of the Governance and Nominating Committee shall, personally or by delegate, promptly following the last day for receipt of nominations as specified in clause 45.2(a)(v), review each nomination received, and verify that each individual nominated has provided all of the information and consents set out in the notice under Section 45.2(a), and that each individual nominated possesses all of the qualifications required for nomination or election to and service on the Board as a Director, as set out in Section 44.1; and

- (a) in the event that the Chair of the Governance and Nominating Committee determines that an individual who has been nominated has provided all of the information and consents set out in the notice under Section 45.2(a) and possesses all of the qualifications required for nomination or election to and service on the Board as a Director as set out in Section 44.1, the Chair of the Governance and Nominating Committee shall promptly give notice to that effect to the Governance and Nominating Committee;
- (b) in the event that the Chair of the Governance and Nominating Committee determines that an individual who has been nominated has not provided all of the information and consents set out in the notice under Section 45.2(a)

or does not possess all of the qualifications required for nomination or election to or service on the Board as a Director as set out in Section 44.1, the Chair of the Governance and Nominating Committee shall promptly give notice to that effect to the Governance and Nominating Committee and shall promptly give notice to such individual:

- (i) that the individual is not qualified as a candidate;
- (ii) setting out the information and consents that were set out in the notice under Section 45.2(a) that were not provided, and/or what qualification or qualifications the individual has not met; and
- (iii) advising that the individual may, within 14 days after the date of the notice, request in writing that the Governance and Nominating Committee declare the individual qualified as a candidate, giving reasons justifying why his or her request should be granted.

#### 45.5 Declaration of Qualification

Within 14 days after the expiry of the time for receipt of a request pursuant to clause 45.4(b)(iii), the Governance and Nominating Committee:

- (a) except for those matters referred to in clauses 44.1(k) and 44.1(l), may, in its sole and absolute discretion, declare the individual as either qualified or not qualified as a candidate, and any such declaration shall be final and binding for the purposes of the election next following; or
- (b) with respect to the matters referred to in clauses 44.1(k) and 44.1(l), shall refer the request to the Board for determination, and subject to the right of appeal any such determination shall be final and binding for the purposes of the election next following.

#### 45.6 Nominations by Governance and Nominating Committee of Elected Directors

The Governance and Nominating Committee may, at any time up until the day immediately preceding the first day that Members may cast votes for election of Directors, nominate one or more Members as it considers appropriate, and will endeavour, as a minimum, to nominate such number of Members as is at least one greater than that which may be required to fulfil the number of Elected Directors to be elected or to comply with the requirements of clause 43.1(a),

- (a) Provided however that before the candidacy of any candidate nominated by the Governance and Nominating Committee pursuant to the authority of Section 45.6 may be considered effective or valid, each such candidate shall:
  - (i) provide all of the information and consents set out in the notice under clause 45.2(a) except clause 45.2(a)(i),
  - (ii) possess all of the qualifications required for nomination or election to and service on the Board as a Director as set out in Section 44.1, and



(iii) comply with the requirements of Section 45.3;

and for the purpose of this proviso, the provisions of Section 45.4 shall apply with necessary variations.

#### 45.7 Nomination by Board of the Elected Public Interest Director

The Board shall, at any time up until the day immediately preceding the first day that Members may cast votes for the election of the Elected Public Interest Director, nominate two or more individuals (who are not Members) as it considers appropriate to be the Elected Public Interest Director. Provided, however, that before the candidacy of any candidate nominated by the Board pursuant to the authority of this Section 45.7 may be considered effective or valid, each such candidate shall:

- (a) provide all of the information and consents set out in subsections (ii), (iii), and (iv) of Section 45.2; and
- (b) possess all of the qualifications required for nomination or election to and service on the Board as a Director as set out in Section 44.1 (except clauses 44.1(a), (j), (m) and (n)).

#### 45.8 Acclamation or Election

If the number of Members duly nominated in a Geographic Region does not exceed the number of Directors required to be elected for the ensuing year in such Geographic Region pursuant to clause 43.1(a), the Members so nominated will be declared elected by acclamation. If, however, the number of Members so nominated in a Geographic Region exceeds the number of Directors to be elected in such year for such Geographic Region, the number of Directors to be elected in such year for such Geographic Region in compliance with clause 43.1(a) will be elected by the Members in accordance with the By-laws.

#### 45.9 Governance and Nominating Committee Slate

Without limiting the right set out in Section 73.5, the Governance and Nominating Committee shall have the right in its sole discretion to propose a list of candidates to the Members that the Governance and Nominating Committee recommends for election, and Members shall be given notice of such list at the same time and in the same manner as the Members are given notice of the candidates who are eligible for election.

### **46. ELECTION TO THE BOARD**

#### 46.1 Directors' Election and Retirement in Rotation

Those Directors described in clause 43.1(a) shall be elected by the Members In Good Standing and shall retire in rotation.

#### 46.2 Election of Directors

At or before each Annual Meeting, a number of Directors equal to the number of Directors retiring shall be elected for the term of office established in Section 47.2. The election will be held in the manner prescribed in the By-laws and Regulations and will ensure that the

geographic distribution by elected members of the Board set out in clause 43.1(a) is maintained.

46.3 Election by Electronic or Paper Ballot

Annual elections of Directors will be conducted by electronic ballot and paper ballot by the Members In Good Standing, and only those electronic ballots and paper ballots that have been received on or before the time prior the Annual Meeting, fixed for deposit of proxies as prescribed in Section 72.6 are valid.

46.4 Effective Date of Directors' Election

The election of Directors shall be effective at the Annual Meeting.

46.5 At-Large Election

Members In Good Standing will be entitled to vote in respect of Members nominated in all Geographic Regions.

**47. TERM**

47.1 Two Year Term

An Elected Director and an Elected Public Interest Director shall serve for a term of two years.

47.2 Time of Begin-End of Term of Elected Director and Elected Public Interest Director

The term of a Director elected at or before an Annual Meeting will commence at the termination of the Annual Meeting at which the election is effective (as provided in Section 46.4) and will end at the termination of the second Annual Meeting held thereafter. The term of a Director appointed by the Board to fill a vacancy in an elected Board position will end at the termination of the term of office of the Director whose office was vacated.

47.3 Time of Begin-End of Term of Appointed Public Interest Director

A Public Interest Director appointed by the Board is appointed for the term that ends at the termination of the Annual Meeting next following, and when his or her term expires, such Public Interest Director is deemed to have been reappointed until his or her successor takes office.

**48. RE-ELECTION**

48.1 Term Limits

Subject to Section 44.1 and Section 47.2, an Elected Director, if otherwise qualified, is eligible for election for three consecutive two-year terms and thereafter is not eligible for re-election until a period of 11 months or more has elapsed from the date of retirement of such Director.

48.2 Directors serving initial staggered terms from First General Meeting

For greater clarity, the eight month term, commencing from the First General Meeting of Members on 18 February 2012 until the Annual Meeting on 31 October 2012, served by six Elected Directors to initially establish staggered election terms for the Board, shall not form part of the calculation of the three consecutive two-year term limits provided for in Section 48.1.

## **49. SANCTION FOR BREACH OF BOARD'S CODE**

### **49.1 Meaning of "Code"**

For the purpose of Section 49, "Code" includes the "Code of Business Conduct and Ethics" and the "Conflict of Interest Policy" and such replacement and/or other similar documents as the Board may determine from time to time.

### **49.2 Board Consider Allegations of Breach**

If an alleged breach by a Director of the Board's Code is brought to the attention of the Board, the Board shall make inquiries into the matter and shall, based on the results of the inquiries, determine whether the Director has breached the Board's Code.

### **49.3 Board Authority Upon Breach of Code**

If the Board determines that the Director has breached the Board's Code, the Board may impose one or more of the following sanctions:

- (a) censure of the Director in whatever way or ways the Board may consider in its sole discretion to be appropriate;
- (b) remove the Director as a member of one or more committees of the Board;
- (c) any other action the Board may consider in its sole discretion to be appropriate.

### **49.4 Board Process Upon Alleged Breach**

If the Board determines that the Director has breached the Board's Code,

- (a) the Board shall give the Director written notice of the determination and of any sanction imposed by the Board;
- (b) such notice shall inform the Director that he or she may make written submissions to the Board in respect of the determination or sanction by a date specified in the notice that is at least 14 days after the notice is received by the Director; and
- (c) the Board shall consider any submissions made by the Director in accordance with clause 49.4(b) and shall confirm or revoke the determination within 14 days after the submissions are received.

### **49.5 When Determination Revoked, Sanction Revoked**

If the Board revokes a determination under clause 49.4(c), any sanction imposed by the Board is revoked.

49.6 Confirmation of Sanction When Determination Confirmed

If the Board confirms a determination under clause 49.4(c), the Board shall, within the time referred to in that section, confirm, vary or revoke the sanction.

49.7 Effective Date Upon Variation

If a sanction is varied or revoked under Section 49.5 or 49.6, the variation or revocation shall be deemed to be effective as of the date the original determination was made under Section 49.2.

49.8 Subject Director To Absent Self

A Director who is alleged to have breached the Board's Code shall withdraw from the meeting at which the matter is considered for the duration of any discussions and deliberations relating to the matter and shall not vote, or seek to influence the vote of any other Director, on the matter.

49.9 Minutes to Record

The passage of a resolution to do any of the things described in Sections 49.2, 49.3, 49.4 and 49.6 shall be recorded in the minutes of the meeting.

**50. REMOVAL**

50.1 Members May Remove Elected Director

An elected Director may be removed from office before the expiration of her or his term of office by Ordinary Resolution passed at a General Meeting called for that purpose and the Members may, at the same General Meeting, by a majority of the votes cast at that meeting, elect any Member meeting the qualifications of Section 44.1 hereof in the place and stead of the individual removed for the remainder of the term of the removed Director.

50.2 Suspension of Rights of Director Charged

When the Chair of the Governance and Nominating Committee has served a Director or a member of a Committee of the Council with written notice of charges against such Member to be adjudicated upon by the Discipline Committee, the Chair of the Governance and Nominating Committee will forthwith notify the Chair and the Chair of any Committee of which such Member is also a member that charges against such Member are to be so adjudicated and the rights of such Member to attend meetings of the Board and any Committee of the Council and to vote thereat will be suspended until such charges have been finally adjudicated upon by the Discipline Committee, the Appeal Committee and any appellate court or tribunal having jurisdiction in the matter, all rights of appeal having been exhausted or waived.

50.3 Effect of Cessation of Qualifications

An individual will cease to be qualified to continue to hold office as a member of any committee of the Council in the event of:

- (a) a final determination of guilt against such individual in respect of any charge laid against such individual pursuant to the By-laws and adjudicated by the Discipline Committee, the Appeal Committee and any appellate court or tribunal having jurisdiction, all rights of appeal having been exhausted or waived;
- (b) such individual ceasing to be a Member In Good Standing;
- (c) such individual ceasing to be a Member; or
- (d) in the case of a Director, ceasing to be a Director,

and will automatically be deemed to have resigned as a member of any committee of the Council upon the occurrence of any such event, unless otherwise determined by the Board.

## **51. VACANCY ON THE BOARD**

### **51.1 Deemed Vacancy**

The office of a Director will be deemed to be vacated if that individual:

- (a) dies or, by notice in writing to the Board, resigns his or her office;
- (b) is removed from office as a Director pursuant to Section 50.1;
- (c) ceases to be qualified under Section 44.1 to hold the office of Director; or
- (d) is absent from three meetings of the Board or a Committee or a combination thereof in any one year period without the consent of the Board or the Committee, as the case may be.

### **51.2 Filling of Vacancy – Board**

Individuals will be appointed by the Board to fill any vacancy among elected Board members occurring at any time other than at an annual election provided that the vacancy will be filled by a person meeting the qualifications set out in Section 44.

### **51.3 When Filling of Vacancy Unnecessary**

Notwithstanding Section 51.2, where a vacancy in the office of Director occurs within 90 days of the expiration of that Director's term, the Board may, but need not, fill such vacancy.

## **52. DUTIES OF DIRECTORS**

### **52.1 Compliance Required**

Each Director will at all times comply with the provisions of the Act, Government Regulations, the Articles, By-laws, Regulations and policies of the Council, and will exercise the powers and discharge the duties of his or her office honestly and in good faith

with a view to the best interests of the Council and in furtherance of the purposes of the Council. Each Director will:

- (a) endeavour to take part in the committee work of the Council and serve actively during her or his term of office on any Committees or committees to which she or he has been appointed;
- (b) endeavour to be present at and to participate in the Annual Meeting and any General Meeting;
- (c) perform such duties on behalf of the Council as may be requested, including attendance at local functions as a representative of the Council; and
- (d) ensure that confidential matters coming to her or his attention in such individual's capacity as a Director are not disclosed by her or him except as required for the performance of her or his duties or as may be directed by the Board or by the Chair or, if such Director holds the office of Chair, by the Board.

## **G. OFFICERS**

### **53. ELECTION AND APPOINTMENT OF OFFICERS**

#### **53.1 Election of Chair and Vice-Chair**

At the first meeting of the Board held after each Annual Meeting, the Board will elect a Chair and a Vice-Chair from among the Elected Directors. The Governance and Nominating Committee will present to the Board a recommendation for election of the Chair and Vice Chair. Additional nominations may be made from the floor by any Director provided that the Director so nominated consents to such nomination either in person or in writing at the time of such nomination. Voting will, unless waived by all members of the Board in attendance at such meeting, be by ballot of those Directors present. Two scrutineers will be appointed by the chair of the meeting and they will be responsible for the counting of ballots.

#### **53.2 Maximum of Two One-Year Terms as Chair**

A Director is eligible for election as Chair for a maximum of two one-year terms which may, but need not, be consecutive.

#### **53.3 Chair May Preside**

The Chair shall be entitled to preside at all meetings of the Council and the Board. In the absence of the Chair or at his or her request, the Vice-Chair shall act as Chair.

#### **53.4 Appointment of President and Chief Executive Officer**

The Board will appoint a President and Chief Executive Officer who will hold office until the appointment is terminated by the Board. The President and Chief Executive Officer will be

responsible directly to the Board for the administration, organization, operation, efficiency, and discipline of the holders of offices of the Council.

#### 53.5 Appointment of Secretary, Treasurer and Other Officers

The Board will appoint a Corporate Secretary who will hold office until the appointment is terminated by the Board. The duties and responsibilities of the Corporate Secretary shall be prescribed in Regulation.

The Board will appoint a Corporate Treasurer who will hold office until the appointment is terminated by the Board. The duties and responsibilities of the Corporate Treasurer shall be prescribed in Regulation.

The Board may appoint other Officers and agents with such titles as the Board may prescribe from time to time as it considers necessary.

#### 53.6 Appointment of Registrar

The Board will appoint a Registrar who will hold office until the appointment is terminated by the Board. The duties and responsibilities of the Registrar shall be prescribed in the By-laws and in Regulation.

### **54. REMUNERATION OF OFFICERS**

#### 54.1 Remuneration Fixed By Board

The remuneration, if any, of any Officer of the Council who is not an employee of the Council will be determined from time to time by the Board.

#### 54.2 Remuneration of President and Chief Executive Officer

The remuneration of the President and Chief Executive Officer will be determined from time to time by the Human Resources and Compensation Committee.

### **55. REMOVAL OF OFFICERS**

#### 55.1 Removal by Special Resolution of the Board

The Board may by Special Resolution of the Board remove any Officer from office at any time.

### **56. VACANCIES**

#### 56.1 Filling of Vacancy – Officer

If the office of any Officer becomes vacant by reason of death, resignation, disqualification or otherwise, the Board may appoint a replacement to fill such vacancy.

## **57. DUTIES OF OFFICERS**

### **57.1 Officers' Duties Prescribed**

In addition to any powers and duties provided in the Act, all Officers shall have the powers, and term of office, and perform the duties set out in the By-laws, or from time to time prescribed by the Board by Regulation or otherwise.

## **58. DELEGATION OF DUTIES**

### **58.1 Delegation by Special Resolution of the Board**

Subject to the provisions of the Act, the Board may delegate, by Special Resolution of the Board, the powers of any Officer to a Director or another individual for such period and on such terms as the Board deems necessary. Except where otherwise restricted by the Board, any Officer may delegate to another person any of the powers of such Officer, but shall remain responsible for whatever powers that other person exercises.

# **H. COMMITTEES**

## **59. STANDING COMMITTEES**

### **59.1 Standing Committees Prescribed**

At the first or second meeting of the Board after each Annual Meeting, and subject to the provisions of Section 59.4, the Board will appoint the Chair, Vice-Chair and sufficient members to meet the Mandate and Charter of the following Standing Committees:

- (a) Appeal Committee
- (b) Complaints Committee
- (c) Discipline Committee
- (d) Finance and Audit Committee
- (e) Governance and Nominating Committee
- (f) Human Resources and Compensation Committee
- (g) Outreach and Communications Committee
- (h) Practice Management and Education Committee
- (i) Registration and Membership Committee
- (j) Review Committee



#### 59.2 DARC Committee Members *Ex Officio*

A member of the Complaints Committee, the Discipline Committee, the Review Committee, or the Appeal Committee is *ex officio* a member of the other of such Committees, and may be seconded to serve on a Panel of one of the other Committees, so long as the consent of the Chair of respective committee from which seconded has been obtained.

#### 59.3 Committees May Be Appointed

The Board may also from time to time appoint such other Committees consisting of Members or other individuals as the Board considers desirable to assist it in the management of the affairs of the Council. To the extent practicable, the Board shall attempt to appoint members of Committees on staggered two (2) year terms.

#### 59.4 GNC Recommendation for Appointments

The Governance and Nominating Committee shall recommend to the Board the names of candidates for the Chair, Vice-Chair and members of each Standing Committee.

#### 59.5 Chair's Right to Attend Committee Meetings

The Chair of the Board shall be entitled to notice of and to attend and to speak at every Committee meeting but shall not be entitled to vote; and unless present, shall not be counted for the purpose of the quorum.

### **60. REVOCATION OF APPOINTMENT**

#### 60.1 Board Authority to Revoke Appointment

The appointment by the Board of any Member or other individual to a Standing Committee or other Committee of the Council may be revoked at any time by the Board.

### **61. COMPOSITION OF COMMITTEES**

#### 61.1 Board to Determine Composition

Each Standing Committee will be constituted in such manner as the Board may determine from time to time.

### **62. GENERAL PROVISIONS RESPECTING COMMITTEES**

#### 62.1 Board May Prescribe Committee Procedures

The convening of and procedure at meetings of each Standing Committee and other Committees established by the Board will be conducted in the manner established by the Board from time to time in the mandate and charter for each Standing Committee and each other Committee or in a separate policy.

#### 62.2 Board May Prescribe Committee Duties

The Board may, in addition to any duties imposed by the By-laws, impose such duties on any Standing Committee or other Committee and their respective members as it considers appropriate from time to time.

#### 62.3 Committees to Report to the Board

All Standing Committees and other Committees established by the Board will report their activities directly to the Board unless otherwise directed by the Board.

#### 62.4 Where Board Approval Required

No resolution of any Standing Committee or other Committee, other than decisions of the Complaints Committee, the Discipline Committee, the Review Committee or the Appeal Committee in respect of any proceeding, or decisions of the Appeal Committee or other Committees under Section 32 in respect of admission and re-admission matters, or decisions of the Governance and Nominating Committee, the Human Resources and Compensation Committee and the Review Committee as expressly provided for in the By-laws, will be binding on the Board unless and until approved by the Board.

#### 62.5 DARC Committees May Sit in Panels

The Complaints Committee, the Discipline Committee, the Appeal Committee and the Review Committee may sit in panels of one or three members, and a decision of a panel of each such Committee constitutes the decision of the Committee. Other Standing Committees and other Committees established by the Board may sit in panels as the Board may determine from time to time. Where a Committee is authorized by the Board to sit in panels, a decision of a panel of a Committee constitutes the decision of the Committee.

## **I. SUPPLEMENTAL: THE BOARD, COMMITTEES AND OFFICERS**

### **63. MEETINGS OF THE BOARD**

#### 63.1 Who May Call Board Meeting

Meetings of the Board will be called by the Chair, the Vice-Chair or a majority of the Directors.

#### 63.2 Notice of Board Meeting

Notice of a meeting of the Board will be given not less than seven days (exclusive of the day on which the notice is delivered, mailed or sent by electronic mail or otherwise transmitted but inclusive of the day for which notice is given) before the meeting is to take place.

63.3 Board Meetings Without Notice

Subject to Section 63.7, meetings of the Board may be held at any time without notice if all Directors are present or if any Directors who are absent have signified their consent in writing at any time to the meeting being held in their absence.

63.4 Waiver of Notice

Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived at any time by any Director.

63.5 Agenda to Be Included

A notice of a meeting of the Board will contain an agenda setting out in reasonable detail all matters to be discussed and all business to be transacted at that meeting.

63.6 Presence of President and Chief Executive Officer

Except when the matter under consideration consists of his/her employment, discipline, remuneration or dismissal, the President and Chief Executive Officer shall be entitled to notice of and to attend and to speak at every meeting of the Board and all Committees, but shall not be entitled to vote.

63.7 Meeting After Annual Meeting

The first meeting of the Board after each Annual Meeting may be held without formal notice to the members thereof if a quorum is present.

63.8 Minimum Number of Board Meetings

There shall be a minimum of four meetings of the Board held in each year.

63.9 Meetings by Teleconference or Videoconference

If the majority of the members of the Board or a Committee (as the case requires) consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board or Committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.

Provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

63.10 Quorum of the Board

A quorum for the transaction of all matters and business before the Board shall consist of a majority of the Elected Directors, and at least one Public Interest Director.

#### 63.11 Voting at Meetings of the Board

Except as otherwise required by the By-laws, every question arising at any meeting of the Board will be decided by a majority of votes cast. Each Director will be entitled to one vote. Any motion on which there is an equality of votes is lost.

#### 63.12 Minutes of the Board Meetings

A copy of the minutes of each meeting of the Board will be provided to each Director and to such other persons as the Board may from time to time direct.

### **64. REMUNERATION OF DIRECTORS AND MEMBERS**

#### 64.1 Entitlement to Compensation

A Director, Officer and committee member shall be paid reasonable compensation, as established from time to time by resolution, for services as a director, Officer or committee member (as the case requires), which amount may vary according to the role and services actually performed; and the aggregated annual amount thereof paid in a fiscal year shall be reported to each Annual Meeting.

#### 64.2 Remuneration for Special Services

The President and Chief Executive Officer may also award special remuneration to any Member undertaking any special services on behalf of the Council and confirmation of any such award by the Members will not be required.

### **65. EXPENSES OF THE BOARD AND COMMITTEES**

#### 65.1 Reasonable Expenses Payable

The reasonable travelling and other expenses properly incurred by Directors and members of committees of the Council in attending meetings of the Board or of any committee shall be reimbursed by the Council in accordance with guidelines established by the Board from time to time upon submission to the Council of bona fide statements or vouchers for such expenditures.

### **66. CONFLICT OF INTEREST**

#### 66.1 Interest Declaration Required

Any Director or Officer who has an interest, directly or indirectly, in a proposed contract or transaction or in a contract or transaction with the Council shall declare the nature and extent of his or her interest in the contract or transaction, in writing or by requesting to have it entered in the minutes of the meeting; and shall, before, during and after any meeting of the Board or a Committee, refrain from influencing or attempting to influence any consideration or vote on such matter.

#### 66.2 Timing of Declaration

In the case of a proposed contract or transaction, the Director will declare his or her interest at the meeting of the Board or Committee at which the question of entering into the

contract or transaction is first taken into consideration or if he or she is not present at such meeting, then at the first Board or Committee meeting held thereafter. If the Director is not at the date of that meeting interested in the proposed contract or transaction, he or she will make the declaration at the first Board or Committee meeting which is held after he or she becomes interested in the proposed contract or transaction. In the case where the Director becomes interested in a contract or transaction after it is made, the Director will declare his or her interest at the first Board or Committee meeting held after he or she becomes so interested.

### 66.3 Prohibition on Contracts

Directors and their immediate families will not enter into any proposed contract or transaction to provide goods or services to the Council:

- (a) except on a competitive bid basis or other basis in writing; and
- (b) unless the Director has declared any interest therein, and he or she has absented himself or herself from the meeting at which the question of entering into the contract or transaction is considered and he or she has refrained from voting thereon.

### 66.4 Vote Prohibited When Possess Interest

Directors will not vote on any proposed contract or transaction or on a contract or transaction with the Council in which they have a direct or indirect financial interest and will declare the details of such interest prior to the discussion and vote on such matter.

### 66.5 Requirement to Withdraw from Meeting

Any Director who has declared an interest in any proposed contract or transaction or contract or transaction or other financial interest with the Council which is being discussed will absent himself or herself during the discussion of and vote upon the matter and the event will be recorded in the minutes.

### 66.6 Registration of Director Interests

Any Director who, either directly or through an Immediate Family relationship, has an involvement with the Council as a user or provider of the facilities and/or services of the Council will register in writing with the Corporate Secretary of the Council the nature of the relationship. Any matters that come before the Board or Committee that appear to raise an issue of actual or potential conflict of interest for a Director arising from such relationship may be raised by that Director, or any other Director for discussion and if, in the judgment of the Board, a conflict exists then the Director with the conflict will be entitled to speak to the issue but not vote or be present for the vote. In any determination by the Board or Committee as to whether a conflict arising out of such a relationship exists, the Director who is the subject of the discussion will be entitled to speak to the issue but will not vote or be present for such vote.

## **67. INSURANCE AND PROTECTION OF DIRECTORS AND OFFICERS**

### **67.1 Insurance**

The Council shall purchase and maintain appropriate liability insurance for the benefit of the Council and each person acting or having previously acted in the capacity of Director, Officer or any other capacity at the request of or on behalf of the Council, which insurance shall include:

- (a) property and public liability insurance;
- (b) Directors' and Officers' insurance;

and may include

- (c) such other insurance as the Board sees fit from time to time;

with coverage limits in amounts per occurrence, with aggregate maximum limits and with insurers, all as deemed appropriate by the Board from time to time.

The Council shall ensure that each Director and Officer is added as a named insured to any policy of Directors' and Officers' insurance maintained by the Council.

No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Council.

It shall be the obligation of any person seeking insurance coverage or indemnity from the Council to co-operate fully with the Council in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Council.

### **67.2 Directors and Officers Liability Exclusion**

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past Director or Officer of the Council shall be personally liable for any loss or damage or expense to the Council arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Director or Officer or of any other Director or Officer or employee, servant, agent, volunteer or independent contractor arising from any of the following:

- (a) insufficiency or deficiency of title to any property acquired by the Council or for or on behalf of the Council;
- (b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Council shall be placed out or invested;
- (c) loss or damage arising from the bankruptcy or insolvency of any person, firm or Organization including any person, firm or Organization with whom or which any monies, securities or effects shall be lodged or deposited;

- (d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Council;
- (e) loss, damage or misfortune whatever which may occur in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto; and
- (f) loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

### 67.3 Indemnification of Directors and Officers

Every person (in this section referred to as a "protected person"), including the respective heirs, executors and administrators, estate, successors and assigns of the person, who:

- (a) is a Director; or
- (b) is an Officer of the Council; or
- (c) is a member of a Committee; or
- (d) has undertaken, or, with the direction of the Council is about to undertake, any liability on behalf of the Council or any Council controlled by the Council, whether in the person's personal capacity or as a director or Officer or employee or volunteer of such Council;

shall be indemnified and saved harmless (including, for greater certainty, the right to receive the first dollar payout, and without deduction or any co-payment requirement) from and against all costs, charges and expenses which such protected person sustains or incurs:

- (e) in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such protected person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such protected person, in or in relation to the execution of the duties of such office or in respect of any such liability; or
- (f) in relation to the affairs of the Council generally,

save and except such costs, charges or expenses as are occasioned by the failure of such protected person to act honestly and in good faith in the performance of the duties of office.

Such indemnity will only be effective:

- (g) upon the exhaustion of all available and collectible insurance provided to Directors by the Council inclusive of whatever valid and collectible insurance has been collected; and
- (h) providing the Director has carried out all duties assigned to him or her which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.

The Council shall also, upon approval by the Board from time to time, indemnify any such protected person, firm or Council in such other circumstances as any legislation or laws permit or require.

Nothing in the By-laws shall limit the right of any person, firm or Council entitled to indemnity to claim indemnity apart from the provisions of the By-laws to the extent permitted by any legislation or law.

## **68. LIMITATION OF LIABILITY — PROTECTION OF DIRECTORS AND OTHERS**

### **68.1 Director and Others Not Liable**

No Director, Officer, employee or member of a committee of the Council will be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or member of a committee or an agent of the Council or for joining in any receipt or act for conformity or for any loss, damage or expense incurred by the Council through the insufficiency or deficiency of title to any property acquired by the Council or for or on behalf of the Council or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Council will be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Council with whom or which any monies, securities or effects will be lodged or deposited or for any loss occasioned by any error of judgment or oversight on his or her part or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office, employment or trust or in relation thereto unless the same will be occasioned by his or her own wilful act or through his or her own wilful neglect or default.

### **68.2 Director Not Liable Unless Board Approval Obtained**

The Directors shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Council, except such as shall have been submitted to and authorized or approved by the Board.

## **69. FORMER DIRECTOR MAY NOT BE EMPLOYED**

### **69.1 Prohibition Upon Employment**

Until a period of not less than two years following the date that a person has served as a Director has expired:

- (a) such former Director shall be prohibited from being an employee of the Council; and
- (b) such former Director shall not contract or be eligible to contract with the Council.
  - (i) directly or indirectly,
  - (ii) whether on his/her own behalf,
  - (iii) while acting for, by, with, or through another,



- (iv) whether as a partner, shareholder, member, director, Officer or employee of another.

## **J. MEETINGS OF THE MEMBERS**

### **70. ANNUAL MEETING**

#### **70.1 Member Attendance Right**

The Annual Meeting of Members to which every Member shall have a right to attend in person shall be held each year, at a time and place and on a date determined by the Board from time to time, for the purpose of:

- (a) hearing and receiving the reports and statements required by the Act to be read at and laid before the Members at an annual meeting;
- (b) declaring elected or acclaimed nominees for each of the elected positions on the Board of Directors;
- (c) appointing the Public Accountant and fixing or authorizing the Board to fix the remuneration therefor; and
- (d) the transaction of any other business properly brought before the meeting.

#### **70.2 Timing of Annual Meeting**

The Annual Meeting shall be held not later than fifteen (15) months after the last Annual Meeting provided that any Annual Meeting shall be held within six (6) months of the financial year end of the Council.

### **71. GENERAL MEETING**

#### **71.1 Board May Call**

The Board may at any time call a General Meeting of Members, to which every Member shall have a right to attend, for the transaction of any business, the general nature of which is specified in the notice calling the meeting.

#### **71.2 Members Right to Requisition**

Members who hold not less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held may requisition the Directors to call the meeting for the purposes stated in the requisition.

#### **71.3 Required Content of Requisition**

The requisition referred to in Section 71.2, which may consist of several documents of similar form each signed by one or more members, shall state the business to be

transacted at the meeting, and shall be sent to each director and to the registered office of the Council.

#### 71.4 Directors' Obligation to Call Meeting

On receiving the requisition referred to in Section 71.2, the Directors shall call a meeting of Members to transact the business stated in the requisition, unless

- (a) the Directors have already called a meeting of Members and have given notice of the meeting; or
- (b) the business of the meeting as stated in the requisition includes the following matters:
  - (i) it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the Council or its Directors, Officers, Members or debt obligation holders;
  - (ii) it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Council;
  - (iii) not more than two years before the receipt of the proposal, the Member failed to present — in person — at a meeting of Members, a proposal that at the Member's request had been included in a notice of meeting;
  - (iv) substantially the same proposal was submitted to Members in a notice of a meeting of Members held not more than five (5) years before the receipt of the proposal and did not receive
    - (A) three percent (3%) of the total number of memberships voted, if the proposal was introduced at one (1) Annual Meeting of Members;
    - (B) six percent (6%) of the total number of memberships voted at its last submission to members, if the proposal was introduced at two (2) Annual Meetings of Members; and
    - (C) ten percent (10%) of the total number of memberships voted at its last submission to members, if the proposal was introduced at three (3) or more Annual Meetings of Members.
  - (v) the rights conferred by Section 71.2 are being abused to secure publicity.

#### 71.5 Members' Right if Directors Fail to Call

If the Directors do not call the meeting within twenty-one (21) days after receiving the requisition, any Member who signed the requisition may call the meeting.

#### 71.6 Form of Calling of Meeting

A meeting called under Section 71.4 or Section 71.5 shall be called as nearly as possible in the manner otherwise provided in the By-laws.

## **72. FIXING A RECORD DATE**

### **72.1 Time for Fixing**

The Directors may fix a record date for each meeting to determine which Members are entitled to receive notice of the meeting and entitled to vote at the meeting. The day shall be between twenty-one (21) days and sixty (60) days before the day on which the meeting is to be held. If the Directors do not fix a record date for which Members are entitled to receive notice of the meeting, then the day shall be at the close of business on the day immediately preceding the day on which notice is given or if no notice is given, the day of the meeting. If the Directors do not fix a record date for which Members are entitled to vote at the meeting, then the day shall be ten (10) days after the record date for Member's entitled to notice, or if no such date is fixed, then at the close of business on the day immediately preceding the day on which notice is given or if no notice is given, the day of the meeting.

### **72.2 Notice and Conduct of Meetings**

Notice of the time, place and date of meetings of Members and sufficient information for a Member to make a reasoned judgment on the business to be considered, including the text of any Special Resolution to be submitted to the meeting, shall be given at least thirty (30) days before the date of the meeting to each Member (and in the case of an annual meeting to the Public Accountant of the Council) by sending notice by any one of the methods set out in Section 5. If a Member requests that notice of a meeting be given by non-electronic means, the notice will be sent by mail, courier or personal delivery as provided in Section 5.

### **72.3 Those Entitled To Be Present**

The only persons entitled to be present at a meeting of Members shall be:

- (a) those entitled to vote at the meeting, including Members and proxy holders;
- (b) the Directors and the Public Accountant of the Council, and
- (c) such other persons who are entitled or required under any provision of the Act, the Articles or By-laws of the Council to be present at the meeting.

Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

### **72.4 Attendance Electronically**

If and whenever the Council makes available the requisite communication facility, any person entitled to attend a meeting of Members may participate in the meeting, in accordance with the Government Regulations if any, by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

- (a) Provided however that the voting rights for such Member so participating shall be governed by the provision of Section 73.5 and

- (b) The loss of connectivity shall not invalidate the continuation of the meeting including any voting or resolutions considered by the Members present in person or by proxy.

#### 72.5 Quorum

A quorum for the transaction of business at meetings of Members shall be 20 Members In Good Standing and present in person or represented by proxy (with at least two Members In Good Standing present in person), and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business;

- (a) Provided however that where:
  - (i) less than 20, but two or more, Members In Good Standing are present in person after one-half hour after the commencement time specified in the notice calling the meeting of Members; and
  - (ii) the business transacted is limited to the recording of the names of those present and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting,

then two Members In Good Standing present in person constitute a quorum.

- (b) Provided further that at the meeting at the date, time and place specified in the motion to adjourn referred to in Clause 72.5(a)(ii), the number of Members In Good Standing present required for quorum shall be divided by two.

#### 72.6 Proxies

Subject to the provisions of Section 72.2, every Member In Good Standing may by means of a proxy appoint an individual who shall be a Member In Good Standing, as nominee for the Member, to attend and act at a meeting of Members in the manner, to the extent and with the power conferred by the proxy and the Government Regulations. A proxy shall be in writing, and any notice calling a meeting of Members shall include a form of proxy, or a reminder of a voting Member's right to use a proxy. A proxy shall be executed by the Member In Good Standing or the attorney of the Member authorized in writing, and ceases to be valid one year from its date. Subject to the requirements of law, a proxy may be in such form as the Board or its delegate from time to time prescribes;

- (a) Provided however that the Board may by resolution from time to time fix a time not earlier than the close of business five (5) Business Days preceding any meeting or adjourned meeting of Members before which time proxies to be used at that meeting must be deposited with the Corporate Secretary of the Council, and any period of time so fixed shall be specified in the notice calling the meeting.

## **73. VOTING BY MEMBERS**

### **73.1 Eligibility**

To be eligible to receive notice of, attend, participate and vote at a meeting of Members, a Member shall have paid fees or Dues to the Council on or prior to the date of the meeting.

### **73.2 Method: Election of Directors**

Voting in the election of Directors shall be electronic, or upon the written application of a Member to be received by the Registrar not less than ten (10) Business Days prior to the meeting at which the election of Directors is to take place, by paper ballot which paper ballot must be received by the Registrar no later than the close of electronic balloting.

### **73.3 Majority Determines**

Unless otherwise required by the provisions of the Act or the By-laws of the Council, all questions proposed for consideration at a meeting of Members shall be determined by a majority of the votes cast by Members In Good Standing, provided however that it shall be the responsibility of the Board or its delegate to ensure that the mechanisms adopted from time to time for calculating the votes are fair, equitable and accurate.

### **73.4 Equality of Votes**

In the case of an equality of votes for the last position in a Geographic Region at the election of Directors, the candidates (or at the option of each candidate, a person designated by the candidate) shall draw lots to fill the position. In the case of an equality of votes on any other matter, the question shall be deemed to have been lost.

### **73.5 Electronic or Telephone Voting**

The Directors may provide for Members to vote by telephonic, electronic or other communication facility. Such alternative means of voting must:

- (a) allow for verification that the votes are made by the Members entitled to vote; and
- (b) not allow the Council to identify how each Member voted

### **73.6 In Attendance Voting at a Meeting of Members**

Except if a poll is required or requested, the Directors may provide for Members in attendance at a meeting of Members to vote by a show of hands, a prescribed voting card or by the use of a wireless audience voting device.

### **73.7 Assent or Dissent**

At all meetings of Members, unless otherwise required by a By-law of the Council or unless a poll is required by the Chair or requested by any Member In Good Standing, every question shall be decided by way of assent or dissent of every Member In Good Standing who is present in person or by proxy. Whenever a vote by assent or dissent has been taken upon a question, unless a poll is requested, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the

minutes of the Council is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

#### 73.8 Polls

If at any meeting a poll is requested on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and at once or later at the meeting or after adjournment as the Chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

#### 73.9 Adjournments

Any meeting of Members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place, but no business may be transacted at any re-convened meeting other than business which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same. No notice is required of any adjourned meeting.

#### 73.10 Rules of Order

In all cases for which no specific provision is prescribed by law or made in the By-laws of the Council, the rules and practice of the latest edition of *Robert's Rules of Order* shall govern as far as applicable, provided that no action of the Council or of the Board shall be invalid by reason only of an inadvertent failure to adhere to such rules.

### **74. MEMBER'S RIGHT: PROPOSAL (INCLUDING BY-LAW AMENDMENT)**

#### 74.1 What May Be Submitted

A Member entitled to vote at an annual meeting of Members may:

- (a) submit to the Council proposed amendments to the By-laws; or
- (b) submit to the Council notice of any matter that the member proposes to raise at the meeting (any such proposed amendment and any such matter are collectively referred to in this Section 74 as a "proposal"); and
- (c) discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal.

#### 74.2 Notice to Include Proposal

The Council shall include the proposal in the notice of Annual Meeting next following.

#### 74.3 Proposer's Statement

If so requested by the Member who submits a proposal, the Council shall include in the notice of meeting a statement in support of the proposal by the Member and the name and address of the Member. The statement and the proposal shall together not exceed a maximum of five hundred (500) words.

#### 74.4 At Cost of Member

The Member who submitted the proposal shall pay any cost of including the proposal and any statement in the notice of the meeting at which the proposal is to be presented, unless it is otherwise provided in the By-laws or in an ordinary resolution of the Members present at the meeting.

#### 74.5 Proposal May Include Nomination for Director

A proposal may include nominations for the election of Directors if the proposal is signed by not less than five percent (5%) of the Members of a class or group of Members of the Council entitled to vote at the meeting at which the proposal is to be presented or any lesser number of Members as otherwise provided in the By-laws.

#### 74.6 Council's Right Not to Comply

The Council shall not comply with Sections 74.2 or 74.3 if any one or more of the following apply:

- (a) the proposal is not submitted to the Council within the period of ninety (90) to one hundred and fifty (150) days before the anniversary of the previous Annual Meeting of Members;
- (b) it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the Council or its Directors, Officers, Members or debt obligation holders;
- (c) it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Council;
- (d) not more than two years before the receipt of the proposal, the Member failed to present — in person — at a meeting of Members, a proposal that at the Member's request had been included in a notice of meeting;
- (e) substantially the same proposal was submitted to Members in a notice of a meeting of Members held not more than five years before the receipt of the proposal and did not receive
  - (i) three percent (3%) of the total number of memberships voted, if the proposal was introduced at one (1) Annual Meeting of Members;
  - (ii) six percent (6%) of the total number of memberships voted at its last submission to members, if the proposal was introduced at two (2) Annual Meetings of Members; and
  - (iii) ten percent (10%) of the total number of memberships voted at its last submission to members, if the proposal was introduced at three (3) or more Annual Meetings of Members.
- (f) the rights conferred by this Section 74 are being abused to secure publicity.

74.7 No Liability for Compliance with this Section

Neither the Council nor any person acting on its behalf shall incur any liability by reason only of complying with this Section 74.

74.8 Council to Report to Proposer Upon Refusal

If the Council refuses to include a proposal in a notice of meeting, it shall, within twenty-one (21) days after the day on which it receives the proposal, notify in writing the Member submitting the proposal of its intention to omit it from the notice of meeting and of the reasons for the refusal.

## **K. TRANSACTION OF BUSINESS**

### **75. BANKING**

75.1 Board Designate Bankers

The Board shall designate, by resolution, the Officers and other persons authorized to transact the banking business of the Council, or any part thereof, with the bank, trust company, or other society carrying on a banking business that the Board has designated as the Council's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

- (a) operate the Council's accounts with the banker;
- (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (c) issue receipts for and orders relating to any property of the Council;
- (d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- (e) authorize any Officer of the banker to do any act or thing on the Council's behalf to facilitate the banking business.

Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may, from time to time, prescribe or authorize.

75.2 Deposit of Securities

The securities of the Council shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Council signed by such Officer or Officers, agent or agents of the Council, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be



so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## **76. BORROWING**

### **76.1 Council's Borrowing Rights**

The Council may from time to time:

- (a) borrow money on the credit of the Council;
- (b) issue, sell or pledge securities (including bonds, debentures, debenture stock or other like liabilities) of the Council, but no invitation will be extended to the public to subscribe for any such securities;
- (c) charge, mortgage, hypothecate or pledge all or any of the real property or personal property of the Council, both present and future, including book debts and unpaid calls, rights, powers, franchises and undertaking to secure any such securities or any money borrowed, or other debt, or any other obligation or liability of the Council; and
- (d) give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Council or any company controlled by it, and secure any such Director or other person against loss.

### **76.2 Management of Borrowing**

The Council may from time to time authorize any Director or Directors, Officer or Officers, employee or employees of the Council or other person or persons, whether connected with the Council or not, to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof or to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Council.

## **77. INVESTMENTS**

### **77.1 Board to Prudently Invest**

The Board or its delegate may invest and re-invest the funds of the Council in such prudent manner as determined by the Board.

### **77.2 Board May Obtain Assistance**

The Board may employ, at such remuneration as it deems fit, such technical or professional assistance as it may require in the purchase, sale and management of the Council's investments.

## **78. BENEVOLENT OR CHARITABLE FUNDS**

### **78.1 Establishment of Fund**

The Council may establish and administer a benevolent or charitable fund, and for that purpose the Board may distribute any benevolent or charitable funds that may be contributed by Members and others, including government grants, and may contribute thereto out of the funds of the Council.

## **79. GRANTS OR DONATIONS**

### **79.1 Grants for Advancement**

The Council may make grants or donations to any individual or entity for any purpose that may tend to advance immigration/citizenship consulting and related business knowledge and education, improve standards of practice in immigration/citizenship consulting, or support or encourage public information about and interest in the past and present roles of immigration/citizenship consultants in society.

## **80. EXECUTION OF CONTRACTS**

### **80.1 Cheques, Drafts and Notes**

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange will be signed by such Officer or Officers or person or persons, whether or not an Officer of the Council and in such manner as the Board may from time to time designate.

### **80.2 Execution of Instruments**

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments or documents may be signed on behalf of the Council, by any two of the Chair of the Board, the Corporate Secretary, the Corporate Treasurer, and the President and Chief Executive Officer. Notwithstanding any provision to the contrary contained in the By-laws, the Board may at any time and from time to time direct the manner in which, and the person or persons by whom, any particular document or type of document may or will be executed. Any person authorized to sign an instrument on behalf of the Council may affix the corporate Seal thereto.

### **80.3 Facsimile Signatures**

The signature of any individual authorized to sign on behalf of the Council or any of its Committees may, if specifically authorized by the Board or its delegate, be written, printed, stamped, engraved, lithographed or otherwise mechanically or electronically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that individual has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

**81. BOOKS AND RECORDS**

81.1 Records to be Maintained

The Board will ensure that all necessary books and records of the Council required by the By-laws or by any applicable statute or law are regularly and properly kept.

**82. FINANCIAL YEAR**

82.1 June Year-end

Unless otherwise determined by resolution of the Board, the financial year of the Council will terminate on the last day of June in each year.

**L. MISCELLANEOUS**

**83. OMISSIONS AND ERRORS**

83.1 Accidental Omission Not Invalidate

The accidental omission to give any notice to any Member, Director, Officer, committee member or Public Accountant or the non-receipt of any notice by any Member, Director, Officer, committee member or Public Accountant or any error in any notice not affecting the substance thereof will not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

**84. WAIVER OF NOTICE**

84.1 Waiver Permitted Anytime

Any Member, Director, Officer, committee member or Public Accountant may waive any notice required to be given to him or her under any provision of the Act or the By-laws of the Council, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, will cure any default in giving such notice.

**85. PUBLIC ACCOUNTANT**

85.1 Members to Appoint Accountant

Subject to the Act and its Government Regulations, the Members of the Council at each Annual Meeting shall appoint one (1) or more Public Accountants. The Public Accountant shall hold office until the close of the next Annual Meeting and if an appointment is not made, the incumbent Public Accountant continues in office until a successor is appointed.

85.2 Members May Remove Accountant

The Members may, by Ordinary Resolution passed at a Special Meeting, remove any Public Accountant before the expiration of the term of office in accordance with the Act.

85.3 Board May Fill Accountant Vacancy

The Board shall fill any vacancy in the office of Public Accountant but, while the vacancy continues, any remaining Public Accountant may act.

85.4 Fixing of Accountant Remuneration

The remuneration of a Public Accountant appointed by the Members may be fixed by the Members by Ordinary Resolution, or shall be fixed by the Board. if the Members do not do so.

**86. VOTING SHARES AND SECURITIES**

86.1 Board Determine Manner and Persons

All of the shares or other securities carrying voting rights of any Organization held from time to time by the Council may be voted at any and all meetings of the shareholders, bondholders, debenture holders, debenture stockholders, or holders of other securities (as the case may be) of such other Organization and in such manner and by such person or persons as the Board will from time to time determine.

**87. BY-LAWS AND EFFECTIVE DATE**

87.1 Amendments requiring Special Resolution

Amendments to the following sections of this By-law shall only be effective upon approval of the Members by Special Resolution:

- (a) Section 8 [Head Office];
- (b) Section 10 [conditions required for membership];
- (c) any Section the effect of which is a provision to
  - (i) add, change, or remove a provision that is contained in the Council's Articles;
  - (ii) add a class of Members;
  - (iii) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
  - (iv) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
  - (v) add, change or remove a provision respecting the transfer of a membership;
  - (vi) change the manner of giving notice to Members entitled to vote at a meeting of Members;

- (vii) change the method of voting by Members not in attendance at a meeting of members;

#### 87.2 By-Laws and Effective Date

Subject to the Articles and Section 87.2, the Board of Directors may make, amend or repeal any By-law that regulates the activities or affairs of the Council. Subject to Section 87.2, any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by Ordinary Resolution of the Members.

If the By-law amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-law amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

### **88. REPEAL OF PRIOR BY-LAWS**

#### 88.1 Repeal

Subject to the provisions of Section 87.2 hereof, all prior By-laws, resolutions and other enactments of the Council inconsistent in either form or content with the provisions of this By-law are repealed.

#### 88.2 Prior Acts

The repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-laws, resolution or other enactment.