

**SOCIETY OF CONTAMINATED SITES
APPROVED PROFESSIONALS OF BRITISH COLUMBIA
BYLAWS**

JUNE 2021

BYLAWS

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ARTICLE 1 INTERPRETATION

1.1 Definitions

(1) In these bylaws, unless the context otherwise requires:

“Associate Member” means a Member of the Society admitted or otherwise designated as an associate Member under the category of membership set forth in paragraph 2.2(2)(a);

“Bylaws” means these bylaws as may be supplemented or amended from time to time;

“Code of Ethics” means the code of ethics or other applicable documentation of the Parent Organization that the Member is a registrant of;

“Contaminated Sites Approved Professional” and **“AP”** have the same meaning and mean a Member of the society who performs or is qualified to perform work under Protocol 6 as amended from time to time and other matters specified in the Rules;

“CSR” means the Contaminated Sites Regulation, BC Reg. 375/96, as may be supplemented or amended from time to time;

“CSAP Submission” means a contaminated sites legal instrument application made pursuant to *EMA*;

“CSAP Work” means work undertaken by an AP that is specified in Table 1 of the Ministry’s Procedures for the Roster of Approved Professionals that is within the scope of the applicable profession of the AP and is of a type required to be performed by an AP under *EMA*;

“Delegated Member” means a person described in paragraph 7.2(2)(d);

“Director” means a director of the society for the time being;

“EMA” means the *Environmental Management Act*, SBC 2003, c 53, as may be supplemented or amended from time to time;

“Executive Director” means the executive director of the society appointed under section 4.3;

“Member” means a member of the society;

“Ministry” means the Ministry of Environment and Climate Change Strategy or its successor Ministry responsible for *EMA*;

“Ministry Director” means the “director of waste management” described in *EMA* and the *CSR*, as amended from time to time;

“Non-Voting Member” means a Member admitted or otherwise designated under one of the categories of non-voting membership set forth in subsection 2.2(2);

“Numerical Standards” means the numerical standards prescribed in the *CSR*;

“Parent Organization” means the designated regulatory body that governs the profession that the Member is a registrant of and includes the Association of Professional Engineers and Geoscientists of British Columbia, the College of Applied Biology or the British Columbia Institute of Agrolgists; alternatively, the Association of the Chemical Profession of British Columbia, as the case may be;

“Protocol 6” means Protocol 6, “Applications with Approved Professional Recommendations and Preapprovals”, originally adopted by the Ministry Director under section 42 of *EMA* on July 28, 2004, as may be amended from time to time;

“Rescind” means to revoke or cancel;

“Risk-Based Standards” means the risk-based standards prescribed in the *CSR*;

“Rule” means a rule adopted under Article 9;

“Roster” means the roster of approved professionals appointed by the Ministry Director under section 42(2) of *EMA*;

“Societies Act” means the *Societies Act* of British Columbia from time to time in force and all amendments to it; and

“Suspend” means to temporarily put on hold until certain conditions are met.

- (2) Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

ARTICLE 2 MEMBERSHIP

2.1 Members of Society

- (1) The Members of the society are the applicants for incorporation of the society, and those persons who subsequently become Members, in accordance with these Bylaws and, in either case, have not ceased to be Members.
- (2) In accordance with these Bylaws and applicable Rules, a person may apply for membership in the society and on acceptance is a Member.

2.2 Categories of Members

- (1) The society consists of the following categories of voting Members:
- (a) Risk-Based Standards approved professionals;
 - (b) Numerical Standards approved professionals;

- (c) additional categories and subcategories of voting Members established in accordance with these Bylaws.
- (2) The society consists of the following categories of Non-Voting Members:
 - (a) Associate Members; and
 - (b) additional categories and subcategories of Non-Voting Members established in accordance with the Membership Guidelines.
- (3) Non-Voting Members:
 - (a) shall comply with these Bylaws and the Rules except to the extent that the board determines such compliance to be in conflict with the status of the Non-Voting Member;
 - (b) have the right to attend, but not the right to vote at meetings of Members; and
 - (c) are not entitled to conduct CSAP Work.

2.3 Approved Professionals

- (1) Members have the right to use the title “Contaminated Sites Approved Professional” so long as they are on the Roster.
- (2) The rights, privileges, performance criteria, and requirements of Members pertain to and are limited to CSAP Work.
- (3) The right described in subsection (1) applies to Members in good standing under section 2.6, but does not apply to Members who:
 - (a) are on leave under section 2.14; or
 - (b) are Suspended as a result of section 2.16 or a decision under Article 6; or
 - (c) Non-Voting Members.

2.4 Term of Membership

- (1) The term of membership is a period specified in the Rules, subject to renewal in accordance with section 2.10.

2.5 General Duties of Members

- (1) Every Member must uphold the constitution and comply with these Bylaws and the Rules.

2.6 Good Standing

- (1) A Member is in good standing if the Member:
 - (a) has paid the annual membership fees due and owing by the Member in the amounts set forth in the Membership Guidelines, and any other amounts due and owing from the Member to the Society;
 - (b) maintains the insurance required by the Rules, unless the Member is a Non-Voting Member;
 - (c) is in compliance with the requirements for professional development hours set forth in the Rules and the Membership Guidelines;
 - (d) is a registrant in good standing of a Parent Organization;
 - (e) is in compliance with the submission requirements set forth in the Rules and the Membership Guidelines, unless the Member is a Non-Voting Member; and
 - (f) is not in breach of a provision in these Bylaws or the Rules.
- (2) If a Member is in default any of the Member's obligations pursuant to subsection (1), the Member shall be deemed to be not in good standing.
- (3) If a Member is in default of the Member's obligations pursuant to subsection (1) and such Member:
 - (a) fails to correct such default within the time period set forth in the Membership Guidelines, such Member may be subject to sanctions imposed by the Discipline Committee in accordance with section 6.7 of these Bylaws; or
 - (b) fails to correct such default within the time period set forth in the Membership Guidelines, the Member's membership will be deemed to be Suspended in accordance with section 2.16 of these Bylaws.
- (4) Notwithstanding anything to the contrary contained herein, if a Member is in default of the Member's obligations pursuant to paragraph (1)(b) or (d), the Member's membership will be deemed to be immediately Suspended or Rescinded, as the case may be, in accordance with section 2.16 of these Bylaws.
- (5) A Member that is not in good standing in accordance with subsection (1):
 - (a) is not entitled to vote at a general or special meeting and is deemed not to be a voting Member for the purpose of a written consent resolution of the voting Members;
 - (b) is not entitled to perform CSAP Work;

- (c) may, at the discretion of the Executive Director, be restricted from access from the CSAP Submissions manager and CSAP database and/or have the Member's name removed from the CSAP website.

2.7 Membership Committee

- (1) The board may establish a membership committee to:
 - (a) advise the board on matters falling within the scope of this Article;
 - (b) approve applications for:
 - (i) admissions under section 2.9;
 - (ii) renewals under section 2.10; and
 - (iii) reinstatements under section 2.11;
 - (c) reject an application for renewal or reinstatement if a Member fails to uphold the constitution or to comply with these Bylaws or the Rules;
 - (d) make a complaint under section 6.2 if the committee believes that a Member's deliberate non-compliance or repeated failure to uphold the constitution or to comply with these Bylaws or the Rules amounts to a ground of complaint specified in subsection 6.2(1); and
 - (e) carry out other functions consistent with this Article, including:
 - (i) implementing sanctions, conditions and measures prescribed by the discipline committee under section 6.7 and the performance assessment committee under section 7.10; and
 - (ii) administering criteria for admissions, renewal and reinstatements in accordance with the Rules.
- (2) The board may authorize the membership committee to exercise a power, authority or jurisdiction of the board under this Article, other than a rule-making authority.

2.8 Deemed Membership of Society at Start-Up

- (1) All approved professionals who are on the Roster on the day prior to the commencement of this society:
 - (a) are not required to apply for admission under section 2.9; and
 - (b) must otherwise comply with requirements of this Article and the Rules.
- (2) Approved professionals described in subsection (1) may decline to accept the deemed membership.

2.9 Applications for Admission

- (1) This section applies to persons other than those described in sections 2.10 and 2.11.
- (2) Applicants for admission to membership must submit an application to the Executive Director.
- (3) On receiving an application for admission, the Executive Director must refer the application to the membership committee.
- (4) The membership committee, on receiving an application from the Executive Director, must apply the admissions criteria described in subsection (5).
- (5) An applicant for voting membership must present information to the satisfaction of the membership committee that the applicant:
 - (a) is a member or registrant, in good standing, of a Parent Organization;
 - (b) satisfies the criteria of subsection (6) if the applicant is not a registrant of a Parent Organization;
 - (c) satisfies the Rules respecting the minimum period and type of experience in the relevant membership category described in section 2.2;
 - (d) obtained a passing grade in examinations described in section 2.13;
 - (e) possesses insurance as required by the Bylaws and Rules or demonstrates that the applicant will possess such insurance at the start of membership; and
 - (f) if required by the membership committee, has paid all applicable examination and registration fees.
- (6) For the purposes of paragraph (5)(b), an applicant must also satisfy the membership committee that the applicant possesses specialized knowledge necessary to satisfactorily perform CSAP Work as an approved professional in one or more of the categories described in section 2.2.
- (7) An applicant for non-voting membership must present information to the satisfaction of the membership committee that the applicant is a registrant, in good standing, of a Parent Organization.
- (8) On applying the criteria of subsection (5), the membership committee must:
 - (a) approve or reject the application; and
 - (b) in the case of a rejection, give written notice and reasons to the applicant for the rejection.

2.10 Applications for Renewal

- (1) This section applies to persons whose memberships have ceased or are about to cease as a result of an expiry of a membership term described in subsection 2.4(1), including members who are on leave as described in section 2.14.
- (2) An applicant for renewal must provide the application to the Executive Director.
- (3) On receiving an application for renewal, the Executive Director must refer the application to the membership committee.
- (4) The membership committee, on receiving an application for renewal from the Executive Director, must:
 - (a) review whether the Member has upheld the constitution of the Society and complied with these Bylaws and the Rules;
 - (b) apply the criteria of subsection 2.9(5);
 - (c) approve or reject the application; and
 - (d) in the event of a rejection, give written notice and reasons to the applicant for the rejection.
- (5) The membership committee may, with respect to an application for renewal, waive or substitute the criterion described in paragraph 2.9(5)(d).

2.11 Applications for Reinstatement

- (1) This section applies to persons seeking reinstatement of membership if their membership ceased or was Suspended in the following circumstances:
 - (a) resignation;
 - (b) rescission or suspension as a result of section 2.16; or
 - (c) a disciplinary decision under Article 6.
- (2) Applicants for reinstatement of membership must submit an application to the Executive Director.
- (3) On receiving an application for reinstatement, the Executive Director must refer the application to the membership committee.
- (4) The membership committee, on receiving the application from the Executive Director, must:
 - (a) apply the criteria described in subsections 2.9(5) and 2.9(6);
 - (b) approve or reject the application;

- (c) in the event of a rejection, give written notice and reasons to the applicant for the rejection; and
 - (d) in the case of an applicant whose membership was Suspended or Rescinded as a result of a disciplinary proceeding under Article 6, implement any special requirements specified by the discipline committee.
- (5) The board may, with respect to a particular application for reinstatement, waive or substitute the criterion described in paragraph 2.9(5)(d) and, if so, inform the Executive Director.

2.12 Appeal to Board

- (1) An applicant described in sections 2.9, 2.10, and 2.11 may, within 15 working days of receiving the written reasons, appeal a decision of the membership committee to the board.
- (2) On receiving an appeal under subsection (1), the board must initiate an appeal within 40 working days, and decide whether to approve the membership application within a reasonable time thereafter.
- (3) A membership committee member must not hear or otherwise participate in an appeal.

2.13 Examinations

- (1) The membership committee:
 - (a) must hold regular examinations of candidates for admission at such places and times as required by the membership committee and in accordance with the Rules; and
 - (b) may administer a special examination imposed as a condition by a discipline committee or board decision under paragraph 6.7(1)(b).

2.14 Members on Leave

- (1) Membership does not cease if a Member is on leave, provided that the Member:
 - (a) gives written notice, including reasons for and duration of the leave, to the Executive Director before or at the commencement of the leave;
 - (b) pays all fees and maintains insurance as may be required for Members on leave;
 - (c) does not conduct CSAP Work while on leave;
 - (d) does not use the title "Contaminated Sites Approval Professional" or otherwise hold out to the public that the Member is qualified to perform such work while on leave; and
 - (e) complies with professional development or education requirements that may be imposed under the Rules.

- (2) A Member who is on leave at the expiry of the term may apply to renew this status in a new term, subject to any other applicable renewal requirements.
- (3) A Member may not stay on leave exceeding a period prescribed in the Rules unless approved by the membership committee.

2.15 Register of Membership

- (1) The Executive Director must record Member information in a register in accordance with the Rules.

2.16 Deemed Suspension and Rescission of Membership

- (1) If a Parent Organization Suspends, Rescinds or is removed as a registrant of the Parent Organization, the affected Member of this society is deemed to be immediately Suspended or Rescinded, as the case may be.
- (2) The membership committee may summarily Suspend or Rescind the membership of a Member convicted of an indictable offence, and summarily reject the application of an applicant convicted of an indictable offence.
- (3) A Member's membership is deemed to be Suspended if the Member:
 - (a) fails to maintain insurance as required by the Rules; or
 - (b) is not a Member in good standing at the expiry of the time period specified in paragraph 2.6(3)(b).
- (4) A Member who acquired membership by being a registrant in a Parent Organization under paragraph 2.9(5)(a) is deemed to resign from the society if the Member resigns from the Parent Organization, unless otherwise decided by the membership committee.
- (5) Membership is deemed Rescinded if a Suspended Member fails to meet the requirements of subsection 2.17(1).
- (6) On deciding to Suspend or Rescind a membership or otherwise becoming aware of a deemed suspension or rescission under this section, the membership committee must notify:
 - (a) the Executive Director of such suspension and rescission;
 - (b) the applicable Parent Organization of the circumstances described in subsections (2), (3) and (5); and
 - (c) the Ministry Director.

2.17 Status of Suspended Member

- (1) A Member who is Suspended as a result of section 2.16 or by a decision in Article 6 remains a Member during the suspension period, provided that the Suspended Member:
 - (a) is a Member in good standing pursuant to subsection 2.6(1);
 - (b) does not conduct CSAP Work; and
 - (c) does not hold out in any advertising or public information the fact that the Member is an AP.
- (2) Suspension of a Member's membership expires in the following circumstances:
 - (a) conclusion of a suspension period specified by the discipline committee pursuant to paragraph 6.7(1)(a); or
 - (b) to the satisfaction of the membership committee, compliance by the Suspended Member with sanction conditions set by the board or a discipline committee under paragraph 6.7(1)(b).

2.18 Meetings of Members

- (1) Subject to subsection 2.21(4), General meetings of the society must be held at the time and place, in accordance with the *Societies Act*, that the Directors decide.
- (2) Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- (3) The Directors may, when they think fit, convene an extraordinary general meeting.
- (4) The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

2.19 Proceedings at General Meetings

- (1) Special business is:
 - (a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;

- (iii) the report of the Directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of Directors;
 - (vi) the appointment of the auditor, if required; and
 - (vii) the other business that, under these Bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.
- (2) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- (3) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be Suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (4) A quorum is of 10 Members present or a greater number that the Members may determine at a general meeting.
- (5) If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present constitute a quorum.
- (6) Subject to subsection (7), the president of the society, the vice president or, in the absence of both, one of the other Directors present, must preside as chair of a general meeting, and may request another person to assist in presiding at the meeting.
- (7) If at a general meeting:
- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting; or
 - (b) the president and all the other directors present are unwilling to act as the chair, the Members present must choose one of their number to be the chair.
- (8) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (9) When a meeting is adjourned for 10 working days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (10) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

- (11) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (12) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which the chair may be entitled as a Member, and the proposed resolution does not pass.
- (13) A Member in good standing present at a meeting of Members is entitled to one vote; provided, however that, and notwithstanding anything to the contrary in these Bylaws, nonvoting Members shall have no right to vote.
- (14) Voting may be by show of hands, or by electronic means in accordance with section 2.21.
- (15) Voting by proxy is not permitted except as otherwise permitted by the Rules.

2.20 Notices of General Meeting

- (1) Written notice of the date, time and location of a general meeting must be sent to every Member of the Society. If the general meeting is to be held solely by telephone or other communications medium, the notice must comply with the requirements in subsection 2.21(3).
- (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.
- (3) Notice of a general meeting must be given to:
 - (a) every Member shown on the register of Members on the day notice is given;
 - (b) all Directors of the society; and
 - (c) the auditor.
- (4) Notice of a general meeting must include the text of any special resolution to be submitted to the meeting.

2.21 Electronic Participation and Voting at Meetings of Members

- (1) A person who is entitled to participate in, including vote at, a meeting of the Members may do so by telephone or another communications medium, including by email or other electronic means, so long as the vote is conducted in a manner that adequately discloses the intention of the voting Members, and the participation, including voting, is conducted in accordance with the Rules.
- (2) The board may make Rules with respect to participation at a meeting of the Members, including voting, by mail or another means of communication, including by electronic means.
- (3) A meeting of the Members may be held solely by telephone or other communications medium if notice of the meeting provides instructions for attending or participating in the meeting by the communications medium, including, if applicable, instructions for how to vote at the meeting, all of the persons at the meeting are able to communicate with each other and, if applicable, vote at

the meeting, and the person responsible for holding the meeting facilitates the use of the communications medium at the meeting.

- (4) If a meeting of the Members is held solely by telephone or other communications medium, the meeting is not required to have a physical location, any notice of the meeting is not required to specify a location for the meeting, and the meeting is deemed to be held in British Columbia.
- (5) A person who participates in, or attends or votes at, a meeting of the Members by telephone or another communications medium is deemed, for the purposes of these Bylaws and the Rules, to be present in person at the meeting.

ARTICLE 3 BOARD OF THE SOCIETY

3.1 Categories of Directors

- (1) The board consists of the following:
 - (a) three Directors each of whom is both a Member of the society and a registrant of one of the three Parent Organizations holding (at the time of election of the Directors) the greatest number of Members in the society. For certainty, each of the three Parent Organizations holding the greatest number of Members in the society must be represented by a Director. If and to the extent that, at the time of election of the Directors, two Parent Organizations hold the same number of Members and such number of Members ranks third amongst all of the Parent Organizations, then the directorship position shall pass to that Parent Organization not then (as at the time immediately preceding the annual election of Directors) represented on the board. If neither or both of such Parent Organizations are represented on the board as at the time immediately preceding the annual election of Directors, the directorship position shall be determined at the discretion of the current board of directors and, thereafter, if the same situation occurs, the directorship position shall be given on an alternating basis to such Parent Organizations and so on and so forth;
 - (b) a minimum of one and a maximum of five Directors at large who are Members of the society;
 - (c) three Directors, appointed by the Ministry Director, consisting of one from each of the following sectors:
 - (i) industry groups;
 - (ii) local governments; and
 - (iii) lay representatives; and
 - (d) one Director, who is an employee of the Ministry of Environment, appointed by the Ministry Director.

3.2 Board Powers

- (1) The board may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, including acquiring insurance for Directors and setting a start-up date for functions described under Article 7, but subject, nevertheless, to:
 - (a) all laws affecting the society;
 - (b) these Bylaws; and
 - (c) Rules, not being inconsistent with these Bylaws, that are made from time to time by the board.
- (2) A Rule does not invalidate a prior act of the Directors that would have been valid if that Rule had not been made.

3.3 Nomination of Directors

- (1) For Directors described in section 3.1, any three Members may nominate a candidate who is a Member in good standing.

3.4 Election of Directors

- (1) The elections of Directors must be conducted in accordance with the Rules.
- (2) The Executive Director must administer the election of Directors in accordance with these Bylaws and the Rules.
- (3) The right to elect or nominate Directors does not apply to Members who are subject to suspension under section 2.16 or Article 6.

3.5 Succession of Directors

- (1) Subject to applicable terms described in section 3.6, the Directors must retire from office at each annual general meeting when their successors are elected.
- (2) A Director may resign at any time by delivering a notice in writing to the Executive Director and president and the resignation of the Director shall take effect immediately upon delivery of the notice.
- (3) A Director who resigns or whose appointment term has ended may continue to serve until a successor is appointed or elected.

3.6 Terms of Office

- (1) Subject to subsection (2), the term of office for a Director is two years.

- (2) If a person has been elected or appointed as a Director for two consecutive terms, whether elected or appointed at an annual general meeting or otherwise, then such person is not eligible for re-election or re-appointment for a third term as Director, whether at the next annual general meeting or otherwise; provided that after the period of such third term, such person is again eligible for election or appointment as a Director subject to the same restriction as aforesaid.

3.7 Removal of Directors

- (1) The Members may, by special resolution, remove a Director before the expiry of the Member's term of office, if the Director is unable to fulfill the duties of the office due to:
 - (a) non-attendance;
 - (b) conflict of interest;
 - (c) physical or mental incapacity;
 - (d) failing to act in the best interests of the society; or
 - (e) if the Director is also a Member, a failure to maintain its status as a Member in good standing pursuant to section 2.6 of these Bylaws.

3.8 Vacancies of Directors

- (1) The board may at any time and from time to time appoint a Member in good standing as a Director to fill a vacancy in the elected board of directors.
- (2) A Director so appointed holds office only until the conclusion of the next annual general meeting of the society.
- (3) An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.

3.9 Board Committees

- (1) The board may appoint committees and subcommittees for a purpose consistent with these Bylaws.
- (2) The board must appoint an executive committee comprising officers and Directors described in Article 4.
- (3) The board may authorize a committee established under subsection (1) to exercise a power, authority or jurisdiction of the board.
- (4) The board may delegate any of its powers to committees consisting of Directors and Members, as it thinks fit, except with respect to rule-making.

- (5) A committee so formed under subsection (3) must report according to the Rules and, in the absence of applicable Rules, report every act or thing done in exercise of those powers to the earliest meeting of the board held after the act or thing has been done.
- (6) The Members of a committee may meet and adjourn as they think proper.
- (7) The board may appoint individuals to committees, except the executive committee, who are not Directors.

3.10 Board and Committee Meetings

- (1) A minimum of four Directors constitutes a quorum at a board meeting.
- (2) The meetings of the board and committees of the board must be open to Directors, Members, and the public.
- (3) Notwithstanding subsection (2), the board or a committee may exclude any person from any meeting, or part of a meeting, for legal advice, privacy and personnel issues, or for any other reason in the discretion of the board or a committee.
- (4) Except as the *Societies Act*, the regulations, or these Bylaws otherwise provide, Robert's Rules of Order (Revised) must govern the procedures at board and committee meetings.
- (5) The board and its committees may conduct meetings by mail or electronic means in accordance with section 3.11.
- (6) Each committee must annually submit a report of its activities to the board.
- (7) The Directors may meet as they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (8) The president is the chair of all meetings of the Directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting and does not otherwise give notice of this delay, or the president has otherwise given prior notice, the vice president must act as chair, but if neither is present the Directors present may choose one of their number to be the chair at that meeting.
- (9) A Director may at any time, and the secretary, on the request of a Director, must, convene a meeting of the Directors.
- (10) For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of Members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.

- (11) Questions and motions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes by those attending the meeting.
- (12) In the case of a tie vote at a board or committee meeting, the chair does not have a second or casting vote, and the proposed resolution or motion does not pass.
- (13) A resolution proposed at a meeting of Directors or committee of Directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- (14) A resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

3.11 Electronic Participation and Voting at Board and Committee Meetings

- (1) A person who is entitled to participate in, including vote at, a board or committee meeting may do so by telephone or another communications medium, including email or other electronic means, so long as the vote is conducted in a manner that adequately discloses the intention of the board and/or committee members, and the participation, including voting, is conducted in accordance with the Rules.
- (2) The board may make Rules with respect to participation at a board or committee meeting, including voting, by mail or another means of communication, including by electronic means.
- (3) A meeting of the board or committee members may be held solely by telephone or other communications medium if notice of the meeting provides instructions for attending or participating in the meeting by the communications medium, including, if applicable, instructions for how to vote at the meeting, and all of the persons at the meeting are able to communicate with each other and, if applicable, vote at the meeting.
- (4) If a meeting of the board or committee members is held solely by telephone or other communications medium, the meeting is not required to have a physical location, any notice of the meeting is not required to specify a location for the meeting, and the meeting is deemed to be held in British Columbia.
- (5) A person who participates in, or attends or votes at, a meeting of the board or committee members by telephone or another communications medium is deemed, for the purposes of these Bylaws and the Rules, to be present in person at the meeting.

3.12 Director Remuneration

- (1) A Director may, according to the Rules, be remunerated for being or acting as a Director and be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the society, unless otherwise decided by the board.

3.13 Seal

- (1) The Directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- (2) The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

3.14 Borrowing

- (1) In order to carry out the purposes of the society the Directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- (2) A debenture must not be issued without the authorization of a special resolution.
- (3) The Members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

3.15 Auditor

- (1) The first auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of auditor.
- (2) At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- (3) An auditor may be removed by ordinary resolution.
- (4) An auditor must be promptly informed in writing of the auditor's appointment or removal.
- (5) A Director, employee, or Member of the society or a society committee member who is not a Member must not be the society's auditor.
- (6) The auditor may attend general meetings.

3.16 Bylaws

- (1) On being admitted to membership, each Member is entitled to, and the society must give the Member without charge, a copy of the constitution and Bylaws of the society.
- (2) These Bylaws must not be altered or added to except by special resolution.
- (3) The board of directors must consult with the Ministry Director respecting amendments to the Bylaws prior to their amendment.

3.17 Indemnification of Directors

- (1) Subject to the provisions of the *Societies Act*, the Directors may cause the society to indemnify a Director or former Director of the society and the Directors may cause the society to indemnify a Director or former Director of any subsidiary of the society and the heirs and personal representatives of any such person against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the Director or former Director including an amount paid to settle an action or satisfy a judgment in a civil, criminal or administrative action or proceeding to which the Director or former Director is made a party by reason of being or having been a Director or former Director of the society. Each Director of the society on being elected or appointed shall be deemed to have contracted with the society on the terms of the foregoing indemnity.

3.18 Indemnification of Officers, Employees and Agents

- (1) Subject to the provisions of the *Societies Act*, the Directors may cause the society to indemnify any officer, employee or agent of the society (notwithstanding that such person is also a Director) and such person's heirs and personal representatives against all costs, charges and expenses whatsoever incurred by him or her and resulting from acting as an officer, employee or agent of the society. In addition, the society shall indemnify the president, vice president, Executive Director, and their respective heirs and legal representatives against all costs, charges and expenses whatsoever incurred by all or any one of them and arising out of the functions assigned to them by the *Societies Act* or these Bylaws and each such person shall on being appointed be deemed to have contracted with the society on the terms of the foregoing indemnity.

3.19 Indemnification Continues

- (1) The failure of a Director or officer, employee or agent of the society to comply with the provisions of the *Societies Act* or of the Constitution or these Bylaws shall not invalidate any indemnity to which such person is entitled under these Bylaws.

3.20 Effect of Determination of Action

- (1) The determination of any action, suit or proceeding by judgment, order, settlement, conviction or otherwise, shall not of itself, create a presumption that the person concerned did not act honestly and in good faith and in the best interests of the society or any subsidiary of the society of which such person is or was a Director, officer, employee or agent and did not exercise the care, diligence, and skill of a reasonably prudent person, and with respect to any criminal or administrative action or proceeding, did not have reasonable grounds to believe that this conduct was lawful.

3.21 Insurance

- (1) The Directors may cause the society to purchase and maintain insurance for the benefit of any person who is or was serving as a Director, officer, employee or agent of the society or as a Director, officer, employee or agent of any subsidiary of the society, or as a Director, officer, employee or agent of a corporation, partnership, joint venture, trust or other enterprise for which

such person is serving at the request of the society, and such person's heirs or personal representatives against any liability incurred by him or her as such Director, officer, employee or agent.

ARTICLE 4 OFFICERS

4.1 Election and Appointment of Officers

- (1) The Directors of the Society must elect, amongst themselves, the following officers of the society:
 - (a) president;
 - (b) vice president;
 - (c) secretary; and
 - (d) treasurer.
- (2) Separate elections by the Directors must be held for each office to be filled.
- (3) An election of an officer under subsection (1) may be by acclamation, otherwise it must be by ballot.
- (4) If a successor is not elected, the person previously elected or appointed continues to hold office.
- (5) The president and vice-president must be Members of the society.

4.2 Duties of Officers

- (1) The president must preside at all meetings of the society and of the Directors.
- (2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
- (3) The vice president must carry out the duties of the president during the president's absence.
- (4) The secretary must do the following:
 - (a) conduct the correspondence of the society;
 - (b) issue notices of meetings of the society and Directors;
 - (c) keep minutes of all meetings of the society and Directors;
 - (d) have custody of all records and documents of the society except those required to be kept by the treasurer; and

- (e) have custody of the common seal of the society.
- (5) The treasurer must:
 - (a) keep the financial records, including books of account, necessary to comply with the *Societies Act*; and
 - (b) render financial statements to the Directors, Members and others when required.
- (6) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- (7) In the absence of the secretary from a meeting, the Directors must appoint another person to act as secretary at the meeting.
- (8) The board shall appoint Directors to chair committees as required.
- (9) The vice president designated by the board has all the powers and rights of the president during the president's absence or if a vacancy arises because of the president's incapacity, resignation, removal or death, shall be called the executive vice president.

4.3 Executive Director

- (1) The board may name an Executive Director as an officer of the society.
- (2) Powers, duties and functions of the Executive Director include overall management of the administrative operations of the board, ensuring that the policies and directions of the board are implemented, advising and informing the board on the operation and affairs of the board, and fulfilling additional duties and responsibilities that are set out in these Bylaws, Rules, and resolutions of the board.
- (3) The board may determine the salaries or fees to be paid to the Executive Director appointed under this section, the term of employment or office, and eligibility requirements for the Executive Director's appointment.

ARTICLE 5 NOTICES

5.1 Methods of Giving Notice

- (1) A notice, statement, report or other record require or permitted by the *Societies Act* or these Bylaws to be sent by or to a person may be sent by any of the following methods:
 - (a) mail addressed to the person at the applicable address for that person as follows:
 - (i) for a record mailed to a Member, the Member's registered address;

- (ii) for a record mailed to a Director or officer, the prescribed address for mailing shown for the Director or officer in the records kept by the society or the mailing address provided by the recipient for the sending of that records or records of that class;
 - (iii) in any other case, the mailing address of the intended recipient.
- (b) delivery at the applicable address for that person as follows, addressed to the person:
- (i) for a record delivered to a Member, the Member's registered address;
 - (ii) for a record delivered to a Director or officer, the prescribed address for delivery shown for the Director or officer in the records kept by the society or the delivery address provided by the recipient for the sending of that records or records of that class;
 - (iii) in any other case, the delivery address of the intended recipient.
- (c) if the intended recipient has provided an email address or fax number for that purpose, by email or fax to that email address or fax number; or
- (d) physical delivery to the intended recipient.

5.2 Deemed Receipt

- (1) A notice, statement, report or other record that is:
- (a) mailed to a person by ordinary mail to the applicable address for that person referred to in section 5.1 is deemed to be received by the person to whom it was mailed on the day (Saturdays, Sundays and holidays excepted) three business days following the date of mailing;
 - (b) faxed to a person to the fax number provided by that person referred to in section 5.1 is deemed to be received by the person to whom it was faxed on the day it was faxed; and
 - (c) e-mailed to a person to the e-mail address provided by that person referred to in section 5.1 is deemed to be received by the person to whom it was e-mailed on the day it was e-mailed.

ARTICLE 6 DISCIPLINE

6.1 Discipline Committee

- (1) The Board may establish a discipline committee to:
- (a) advise the Board on matters falling within the scope of this Article; and

- (b) carry out other functions consistent with this Article, including conducting disciplinary hearings.
- (2) The Board must establish a discipline committee in accordance with the Rules.
- (3) The terms of discipline committee members are to be determined by the Board.

6.2 Complaints

- (1) Any person may make a complaint in writing to the Executive Director alleging that a Member:
 - (a) conducted CSAP Work in an incompetent manner; or
 - (b) was guilty of professional misconduct, conduct unbecoming a Member, or conduct contrary to the Rules in the course of carrying out CSAP Work.
- (2) A person making a complaint must comply with procedures prescribed by the Rules.
- (3) A member of the discipline committee or the board who makes a complaint must not participate in any discipline proceeding respecting the complaint, except for the activities described in subsection 6.3(3).
- (4) A Member who is the subject of a complaint may be sanctioned by the discipline committee or the board under section 6.7 if a breach of subsection 6.2(1) is determined by the discipline committee to have occurred.

6.3 Investigation Stage

- (1) Subject to subsection (7), on receiving a complaint, the Executive Director must refer the complaint to an investigator.
- (2) The investigator must investigate the facts respecting the complaints and determine, on the balance of probabilities, if the complaint:
 - (a) is reasonably accurate; and
 - (b) pertains to the grounds cited in subsection 6.2(1).
- (3) An investigator must allow the subject Member and the complainant to provide evidence and make submissions when making a determination under subsection (2).
- (4) The investigator, on completion of the investigation, must forward the investigator's report to the discipline committee in accordance with the Rules.
- (5) The investigator must not refer the complaint to the discipline committee if the investigator concludes that the complaint is frivolous or vexatious.

- (6) A Member's failure to meet the requirements of section 6.4 does not prevent a determination under subsection (2).
- (7) Section 6.3 does not apply if:
 - (a) the performance assessment committee, including its Delegated Member under paragraph 7.2(2)(d), makes a complaint under subsection 6.2(1) after applicable appeal periods respecting performance assessments have expired; and
 - (b) the complaint described in paragraph (a) pertains to alleged misconduct or incompetence arising in the course of preparing a submission which is the subject of a performance assessment.
- (8) In the circumstances described in subsection (7), the Executive Director must refer the complaint and performance assessment report to the discipline committee.

6.4 Member's Duty to Cooperate

- (1) A Member who is the subject of a complaint must, with respect to an investigation under subsection 6.3(2), a discipline hearing under section 6.5, or an appeal under section 6.6:
 - (a) truthfully and completely answer questions;
 - (b) produce files, records or other evidence in the Member's possession or control; and
 - (c) provide explanations on request.

6.5 Discipline Hearings

- (1) The discipline committee must attempt to schedule a discipline hearing within 15 working days of receiving an investigator's referral described in subsection 6.3(4) or a complaint from the Executive Director described in subsection 6.3(8).
- (2) The discipline committee must provide the Member with an opportunity to be heard.
- (3) A complainant whose complaint has been referred under subsection 6.3(8) and the subject Member may make submissions to the discipline committee.
- (4) The discipline committee may request the investigator to attend the discipline hearing and answer questions from the committee, the subject Member and the complainant.
- (5) After conducting a discipline hearing, the discipline committee must:
 - (a) prepare a written report of its findings;
 - (b) issue its decision, with reasons, including sanctions, if any, described in section 6.7; and
 - (c) provide a copy to the subject Member.

- (6) If a Member fails to cooperate as described in section 6.4, the discipline committee may Suspend the Member pursuant to section 6.7.

6.6 Appeals of Discipline Committee Decisions

- (1) The subject Member may appeal a decision of the discipline committee to the board in accordance with this section and the Rules, if any.
- (2) The subject Member may file an appeal of a report issued under subsection 6.5(5) and a suspension under subsection 6.5(6) with the Executive Director within 15 working days of receiving the report or notification of suspension.
- (3) The Executive Director must, on receiving an appeal described in subsection (2), provide the board with a copy of the appeal.
- (4) A Member who has filed an appeal under subsection (2) has the right to give evidence and make submissions to the board.
- (5) The chairperson of the discipline committee must present a written report of the committee to the board in the presence of the appellant and, if so, must respond to questions by the complainant, the appellant and the board.
- (6) The complainant and the appellant may present evidence and make submissions to the board.
- (7) The board must hear an appeal filed under subsection (2) and make one of the following decisions:
 - (a) confirm the discipline committee's decision, with written reasons;
 - (b) allow the Member's appeal; or
 - (c) send the matter back to the discipline committee for reconsideration.
- (8) The board may appoint a committee to hear and make a final decision respecting an appeal under this section.
- (9) A Member appealing a discipline committee decision under this section 6.6 may continue to perform CSAP Work until the board makes a decision under subsection 6.6(7), if that Member's work is supervised by another Member during this period.

6.7 Sanctions

- (1) The discipline committee may sanction a Member by one or both of the following:
 - (a) imposing conditions on the Member's membership or CSAP Work;
 - (b) requiring additional training for the Member.

- (2) The board may, by ordinary resolution, sanction a Member by one or more of the following:
 - (a) Suspending the Member for a specified period or indefinitely with conditions for reinstatement, including conditions requiring the Member to undertake remedial courses or pass a special examination to the satisfaction of the membership committee pursuant to paragraph 2.13(1)(b); and
 - (b) Rescinding the membership; and
 - (c) such other measures as decided by the board.
- (3) If the board sanctions a Member in accordance with subsection 6.7(2), the board:
 - (a) shall immediately notify the Executive Director of the sanction for the purpose of entry in the register of Members;
 - (b) may impose a fine payable to the Society; and
 - (c) may order that the Members pay costs reasonably attributable to the discipline process.

6.8 Notification to Parent Organization and Ministry Director

- (1) The board of directors may, independently or on the recommendation by the discipline committee, and by ordinary resolution, at the latest of the expiry of the appeal period of subsection 6.6(2) or an appeal decision under subsection 6.6(7), give notice of a suspension or rescission sanction to any other persons or body, including the Member's Parent Organization if the board so decides it is in the best interests of the society and the public.
- (2) Notwithstanding subsection (1), the chairperson of the discipline committee must give notice of the decisions described in subsection (1) to the Ministry Director.

ARTICLE 7 PERFORMANCE ASSESSMENTS

7.1 Performance Criteria

- (1) Members must, when conducting CSAP Work, comply with:
 - (a) applicable legislation provisions;
 - (b) written guidelines, protocols, and policies enacted by the Ministry;
 - (c) its Code of Ethics;
 - (d) practice rules, standards and guidelines adopted by the board; and
 - (e) technical standards applicable to the professional and scientific bodies that govern the Member.

7.2 Performance Assessment Committee

- (1) The board may establish a performance assessment committee to:
 - (a) advise the board on matters falling within the scope of this Article; and
 - (b) carry out other functions consistent with this Article, including conducting performance assessments.
- (2) The performance assessment committee must:
 - (a) administer performance assessments under this Article;
 - (b) apply the performance criteria described in section 7.1 when conducting performance assessments;
 - (c) appoint a roster of prospective members for panels described in section 7.5;
 - (d) appoint a Member of the committee to serve as a Delegated Member of the committee for the purposes of this Article; and
 - (e) advise the board on matters falling within the scope of this Article, including development of practice rules, standards, criteria, guidelines, and communications with the Ministry Director.
- (3) A Delegated Member described in paragraph (2)(d) represents and has the power and authority of the performance assessment committee, including making decisions available to the performance assessment committee under paragraphs (2)(a) and (b).
- (4) The Delegated Member may, when making decisions under this Article, consult with the performance assessment committee as the Delegated Member sees fit.

7.3 Performance Assessment Coordinator

- (1) The board may appoint a performance assessment coordinator as an officer of the society.
- (2) The board may appoint the Executive Director to serve as the performance assessment coordinator.
- (3) The performance assessment coordinator is an ex officio Member of every performance assessment panel and must assist the panel and the performance assessment committee as required.

7.4 Selection and Frequency of Performance Assessments

- (1) A performance assessment of a Member's CSAP Submission must be conducted in accordance with the Rules.

7.5 Triggering Performance Assessments

- (1) A Member who completes a CSAP Submission must provide the submission to the performance assessment coordinator, and at the same time pay any fee specified in the Rules.
- (2) On receiving a submission and fees described in subsection (1), the performance assessment coordinator must administer the submission, including determining whether the submission is selected for a performance assessment under the Rules and appointing a panel for the purposes of section 7.6.
- (3) On determining that a submission is selected for a performance assessment under subsection (2), the performance assessment coordinator must initiate the performance assessment by referring the submission to a panel described in section 7.6 in accordance with the Rules.

7.6 Panel's Draft Assessment Report

- (1) A performance assessment panel appointed to prepare a draft assessment report under the Rules must:
 - (a) review the submission selected under subsection 7.5(2);
 - (b) prepare a draft performance assessment report in accordance with the Rules; and
 - (c) refer the draft performance assessment report to the Delegated Member.

7.7 Final Assessment Report

- (1) On receiving a draft performance assessment report, the Delegated Member must process the draft performance assessment report in accordance with the Rules, including making a decision as to whether the CSAP Submission is sufficient or deficient and informing the Executive Director of the decision.

7.8 Assessment Period

- (1) A performance assessment panel and the Delegated Member must attempt to complete the procedures of sections 7.6 and 7.7 according to the timelines in the Rules, and, if this cannot be achieved, must give notice and a projected timeline of their respective outstanding activities to the Member.

7.9 Discretionary Performance Assessments

- (1) Notwithstanding subsection 7.5(3), the performance assessment committee may, in accordance with the Rules, conduct a performance assessment.

7.10 Discretionary Performance Assessments as Remedial Measures

- (1) The performance assessment committee may, as part of any decision described in section 7.7, require that the subject Member undertake training and other remedial measures in accordance with the Rules.

7.11 Appeal to Board

- (1) A Member may appeal a decision under section 7.7 to the board by filing, in accordance with the Rules, a written notice of appeal to the Executive Director.
- (2) The board or the appeal committee appointed by the board, as the case may be, must hear an appeal under this section at its earliest convenience and make a final decision respecting an appeal under this section.
- (3) The Delegated Member may make submissions to the board respecting the Delegated Member's decisions under section 7.7 in the presence of the appellant Member and, if so, must respond to questions by the appellant Member and the board or its appeal committee, but must not otherwise participate in the hearing or appeal deliberations of the board or its appeal committee.
- (4) The board or the appeal committee, as the case may be, must give written notice, with reasons, of any appeal decision to the appellant Member.
- (5) If an appeal under subsection (1) is granted, the Executive Director must provide the submission to the Ministry Director.
- (6) In respect of any appeal made by a Member pursuant to this section 7.11, the board or the appeal committee, as the case may be, may in connection therewith collect an administrative fee payable to the society in accordance with the Rules.
- (7) In respect of any appeal made by a Member pursuant to this section 7.11, the board or the appeal committee, as the case may be, may in connection therewith order that the Member pay a portion of the costs reasonably attributable to or incurred in connection with the appeal process, such portion to be determined at the discretion of the board or the appeal committee, as the case may be, in accordance with the Rules.
- (8) If a Member should appeal a decision of the performance assessment committee to the board pursuant to this section 7.11, the board, at its discretion, may hold in abeyance any subsequent CSAP Submissions submitted by the subject Member unless and until the appeal process has been completed in accordance with this section.

7.12 Duty to Cooperate

- (1) In the course of a performance assessment and an appeal thereof, a Member must, on request, provide any relevant information, record, document or thing.

- (2) The performance assessment committee, including its Delegated Member, may Suspend a Member for failing to comply with subsection (1) pending the performance assessment.
- (3) A Member's failure to cooperate under subsection (1) does not preclude a performance assessment.

7.13 Performance Assessments on Register

- (1) After expiry of the appeal period and the appeal, the chairperson of the performance assessment committee must give notice of the completed assessment to the Executive Director for entry, subject to the Rules, on the register described in section 2.15.

7.14 Referrals

- (1) A Delegated Member, on behalf of the performance assessment committee, may, after the expiry of the appeal and the appeal period, file a complaint with the discipline committee if the Delegated Member believes that the subject Member, when preparing a submission, acted in a manner constituting a ground of complaint specified in section 6.2.

ARTICLE 8 DISTRIBUTION OF MONEY AND OTHER PROPERTY ON LIQUIDATION OR DISSOLUTION

8.1 Distribution of Money or Other Property

- (1) On the liquidation or dissolution of the society under the *Societies Act*, after payment or adequate provision for the payment of all of the society's liabilities is made, the remaining money or other property of the society must be made in accordance with the *Societies Act*.
- (2) The board of directors must consult with the Ministry Director respecting distribution of money or other property of the society in accordance with subsection (1).

ARTICLE 9 RULES

9.1 Membership Rules

- (1) The board may make Rules to implement matters under Article 2 including but not limited to:
 - (a) requirements, including academic requirements, experience requirements, insurance, and procedures for admission as a Member;
 - (b) appeal procedures;
 - (c) credential hearings;

- (d) fees, including without limitation application fees, reinstatement fees, examination fees, special fees for Members on leave, fees for Suspended Members, and annual membership fees;
- (e) requirements and procedures for application, renewal and reinstatement;
- (f) examinations to assess applicants for admission, renewal or reinstatement as Members;
- (g) rights, privileges, duties, responsibilities and requirements for each category and subcategory of Members, including Members who are on leave or under suspension;
- (h) length of membership;
- (i) requirements and a credit system respecting continuing professional development, including without limitation requirements for attending professional education courses and passing professional education examinations; and
- (j) a register of Members.

9.2 Board Rules

- (1) The board may make Rules to implement matters under Article 3, including but not limited to:
 - (a) election procedures;
 - (b) ballots;
 - (c) Director succession;
 - (d) appointment and conduct of committees;
 - (e) notice of board meetings to Directors and Members;
 - (f) notice of general meetings to Members; and
 - (g) remuneration and reimbursement of Directors and committee Members.

9.3 Officer and Employee Rules

- (1) The board may make Rules to implement matters under Article 4, including but not limited to:
 - (a) elections and appointments of officers; and
 - (b) appointment, and duties, and responsibilities of employees.

9.4 Discipline Rules

- (1) The board may make Rules to implement matters under Article 6, including but not limited to:
 - (a) a complaints procedure under section 6.2;
 - (b) conduct of an investigation referred to in section 6.3;
 - (c) conduct of a discipline hearing under section 6.5;
 - (d) conduct of an appeal by the board under section 6.6;
 - (e) nature and extent of the sanctions; and
 - (f) use of legal counsel in discipline proceedings described in sections 6.5 and 6.6, including without limitation questioning investigators, complainants, subject Members and witnesses appearing in these proceedings.

9.5 Performance Assessment Rules

- (1) The board may make Rules to implement matters under Article 7, including but not limited to:
 - (a) specification of matters included in CSAP Work;
 - (b) conduct of performance assessments and education performance reviews;
 - (c) selection of the roster of panel members for the purposes of a performance assessment;
 - (d) appointment, roles and responsibilities of performance assessment panels, the Delegated Member, and the performance assessment committee;
 - (e) criteria to be used in performance assessment decisions;
 - (f) communications of performance assessment reports;
 - (g) tenure and responsibilities of the performance assessment coordinator;
 - (h) fees; and
 - (i) use of Member seals to be used in CSAP Submissions.

9.6 Rules Respecting Practice Standards, Guidelines and Ethics

- (1) The board may make Rules respecting practice standards, guidelines and ethics, including but not limited to:
 - (a) conflict of interest;

- (b) selection of type and process of review, including peer review and self-assessment;
- (c) reliance by a Member on advice from other Members and professionals in the course of preparing CSAP Work;
- (d) joint standards of conduct or competence in conjunction with a Parent Organization;
- (e) a program to assist Members in dealing with professional or ethical issues; and
- (f) a continuing education program for Members.

9.7 Conflict

- (1) In the event of a conflict between a Rule and a decision by the board or a committee, the former shall prevail.