

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

**(June 2015)**

**PROVINCE OF BRITISH COLUMBIA**

**SCHEDULE A**

**FORM 3**

**SOCIETY ACT**

**CONSTITUTION**

1. The name of the society is: Society of Contaminated Sites Approved Professionals of British Columbia
2. The purposes of the society are:
  - (a) to facilitate the review of contaminated site submissions on behalf of the British Columbia Ministry of Environment;
  - (b) to regulate and govern the conduct of contaminated sites approved professionals by setting categories of and requirements for membership;
  - (c) to assist the British Columbia Ministry of the Environment with the development of regulatory procedures and policies related to Approved Professional work;
  - (d) to provide members and prospective members with education and training in Contaminated Sites Approved Professional procedures and practices;
  - (e) to establish practical, professional and ethical standards for members and ensure that members meet those standards in performing Contaminated Sites Approved Professional work;
  - (f) to uphold and protect the public interest by ensuring the integrity, objectivity and expertise of members;
  - (g) to cooperate and consult with other professional and scientific bodies, stakeholders and local and provincial government; and
  - (h) to inform the public of the contaminated site review process and the role of the society and its members in that process.

# BYLAWS

Here set forth, in numbered clauses, are the bylaws providing for the matters referred to in Section 6(1) of the *Society Act* (British Columbia) and any other bylaws.

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**PART I  
INTERPRETATION**

**1. Definitions**

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

“**associate member**” means those members in training who are lacking the qualifications of voting members;

“**contaminated sites approved professional**” and “**CSAP**” 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;

“**CSAP work**” means a submission, including advice and recommendations, to the Ministry Director, respecting work under Protocol 6 and other matters specified in the rules;

“**delegated member**” means a person described in section 54(2)(d);

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

“**Executive Director**” means the executive director of the society appointed under section 44;

“**member**” means a member of the society;

“**Ministry**” means the Ministry of Environment or its successor Ministry responsible for the *Environmental Management Act*;

“**Ministry Director**” means the “director of waste management” described in the *Environmental Management Act* and the Contaminated Sites Regulation, as amended from time to time;

“**numerical standards**” means the numerical standards prescribed in the Contaminated Sites Regulation;

“**parent organization**” means the Association of Professional Engineers and Geoscientists of British Columbia, the College of Applied Biology, the British Columbia Institute of Agrologists or the Association of the Chemical Profession of British Columbia as the case may be;

“**Protocol 6**” means Protocol 6, “Eligibility of Applications for Review by Approved Professionals”, adopted by the Ministry Director under section 42 of the *Environmental Management Act* on July 28, 2004, as may be amended from time to time;

“**retired members**” means those members who have retired or resigned, and whom were previously voting members.

“**risk-based standards**” means the risk-based standards prescribed in the Contaminated Sites Regulation;

“**rule**” means a rule adopted under Part VIII;

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

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

(2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

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

## **PART II MEMBERSHIP**

### **2. 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.

### **3. 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) retired members; and
- (c) additional categories and subcategories of non-voting members established in accordance with these bylaws.

(3) Non-voting members are required to 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 associate members or retired members, as the case may be.

#### **4. 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 contaminated sites approved professional work.

(3) The right described in subsection (1) applies to members in good standing under section 7, but does not apply to members who:

- (a) are on leave under section 15; or
- (b) are suspended as a result of section 17 or a decision under Part V; or
- (c) non-voting members.

#### **5. Term and Renewal of Membership**

(1) The term of membership is a period specified in the rules.

(2) A member may renew membership under section 11.

#### **6. General Duties of Members**

(1) Every member must uphold the constitution and comply with these bylaws and the rules.

#### **7. Good Standing**

(1) All members are in good standing except:

- (a) if a member has failed to pay his or her current annual membership fee or any other debt due and owing by the member to the society, and the member shall remain not in good standing so long as the debt remains unpaid; or
- (b) if a member has failed to comply with these bylaws and the rules.

**8. Membership Committee**

- (1) The board may establish a membership committee to:
- (a) advise the board on matters falling within the scope of this Part;
  - (b) approve applications for:
    - (i) admissions under section 10;
    - (ii) renewals under section 11; and
    - (iii) reinstatements under section 12;
  - (c) reject an application for renewal or reinstatement if a member fails to comply with section 6;
  - (d) make a complaint under section 46 if the committee believes that a member's deliberate non-compliance or repeated failure to discharge the duties of section 6 amounts to a ground of complaint specified in section 46(1); and
  - (e) carry out other functions consistent with this Part, including:
    - (i) implementing sanctions, conditions and measures prescribed by the discipline committee under sections 51(1)(a) or (b) and the performance assessment committee under section 62; 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 Part, other than a rule-making authority.

**9. 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) must apply for membership in accordance with the Roster rollover rules enacted under section 68(j);
  - (b) are not required to apply for admission under section 10; and
  - (c) must otherwise comply with requirements of this Part and the rules.
- (2) Approved professionals described in subsection (1) may decline to accept the deemed membership.

**10. Applications for Admission**

- (1) This section applies to persons other than those described in sections 11 and 12.
- (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 he or she:
  - (a) is a member or licensee, in good standing, of a parent organization;
  - (b) satisfies the criteria of subsection (6) if the applicant is not a member of a parent organization;
  - (c) satisfies the rules respecting the minimum period and type of experience in the relevant membership category described in section 3;
  - (d) obtained a passing grade in examinations described in section 14;
  - (e) possesses insurance as required by the bylaws and rules or demonstrates that he or she will possess such insurance at the start of membership; and
  - (f) has paid all applicable examination and registration fees.
- (6) For the purposes of subsection (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 3..
- (7) 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 the applicant written reasons for the rejection.

**11. 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 section 5(1), including members who are on leave as described in section 15.

- (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 satisfied all applicable requirements under section 6;
  - (b) apply the criteria of section 10(5);
  - (c) approve or reject the application; and
  - (d) in the event of a rejection, give written notice and reasons to the applicant.
- (5) The membership committee may, with respect to an application for renewal, waive or substitute the criterion described in section 10(5)(d).

## **12. 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 17; or
  - (c) a disciplinary decision under Part V.
- (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 sections 10(5) and 10(6);
  - (b) in the event of rejecting the application, notify the member, and give written reasons for the rejection; and

- (c) in the case of an applicant whose membership was suspended or rescinded as a result of a disciplinary proceeding under Part V, 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 section 10(5)(d), and if so inform the Executive Director.

### **13. Appeal to Board**

(1) An applicant described in sections 10, 11, and 12 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.

### **14. Examinations**

(1) The membership committee:

- (a) must hold regular examinations of candidates for admission at least once in each year at places and times decided 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 section 51(1)(b).

### **15. 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 he or she is qualified to perform such work while on leave; and
- (e) complies with professional education requirements that may be imposed under the rules described in section 68(a).

(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.

#### **16. Register of Membership**

(1) The Executive Director must record member information in a register in accordance with the rules.

#### **17. Deemed Suspension and Rescission of Membership**

(1) If a parent organization suspends or rescinds membership to 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 is deemed to be suspended if he or she:

- (a) fails to satisfy insurance requirements under the bylaws and the rules; or
- (b) is not a member in good standing for such period of time as is set forth in the rules.

(4) A member who acquired membership by demonstrating membership in a parent organization under section 10(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 section 18(2).

(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.

**18. Status of Suspended Member**

- (1) A member who is suspended as a result of section 17 or by a decision in Part V remains a member during the suspension, subject to subsection (2).
- (2) A suspended member must:
  - (a) pay all applicable fees;
  - (b) not conduct CSAP work;
  - (c) not hold out in any advertising or public information the fact that he or she is a CSAP; and
  - (d) comply with section 6.
- (3) Suspension of membership expires in the following circumstances:
  - (a) conclusion of a suspension period specified by the discipline committee pursuant to section 51(1)(b); 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 section 51(1)(b).

**19. Meetings of Members**

- (1) General meetings of the society must be held at the time and place, in accordance with the *Society 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) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
- (5) 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.
- (6) 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.

**20. 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 he or she 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, non-voting members shall have no right to vote.
- (14) Voting -is may be by show of hands, voice, telecommunications means or by any other means determined by the chair or as otherwise permitted by the rules.
- (15) Voting by proxy is not permitted except as otherwise permitted by the rules.
- (16) In order to give members who may otherwise be unable to vote at a meeting of the members an opportunity to do so. the board may establish procedures for voting and for conducting the voting proceedings at meetings of member that differ from those established under other provisions of this Part. A special voting opportunity may include. without limitation, mail ballot voting in advance of meeting of members."

### **PART III BOARD OF THE SOCIETY**

#### **21. 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 member 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 pursuant to this section 21(1)(a). 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 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.

#### **22. 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 Part VI – Performance Assessments, 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.

**23. Nomination of Directors**

(1) For directors described in sections 21(a), (b), (c) and (d):

- (a) any three members may nominate a candidate who is a member in good standing; and
- (b) the nomination committee may nominate one or more candidates who are members in good standing.

**24. 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 17 or Part V.

**25. Succession of Directors**

(1) Subject to applicable terms described in section 26, 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.

**26. Terms of Office**

(1) Subject to subsections (2) to (5), the term of office for a director is two years.

(2) Subject to subsection (3), the first appointment terms under the society for directors described in sections 21(d) and (e) are one year.

(3) The terms of the society's initial directors expires at the first annual general meeting.

- (4) **Term Limits:** If a person, other than a person who is a director as at January 1, 2012, 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.
- (5) **Grandfathering:** If a person is a director as at January 1, 2012, whether elected or appointed at an annual general meeting or otherwise, then such person is eligible for re-election or re-appointment for one further term as director, whether at the next annual general meeting or otherwise; provided that after the period of such subsequent term, such person is not eligible for re-election or re-appointment for a subsequent term as director, whether at the next annual general meeting or otherwise; provided that after the period of such subsequent term, such person is again eligible for election or appointment as a director subject to the same restriction as set out in subsection (4) above.”

**27. Removal of Directors**

- (1) The members may, by special resolution, remove a director before the expiry of his or her 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; or
  - (d) failing to act in the best interests of the society.

**28. 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.
- (4) Any director or officer of the Society be and each is authorized to make all filings in of the Special Resolution with the BC Registrar of Companies and taken any and all other action as may be required to carry out the foregoing resolutions.

## **29. 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 Part IV.
- (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.

## **30. Board and Committee Meetings**

- (1) A minimum of 4 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 and privacy and personnel issues.
- (4) Except as the 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, electronic means, facsimile, or conference telephone.
- (6) Each committee must annually submit a report of its activities to the board.
- (7) The directors may meet at the places 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) A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, electronic means, facsimile, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

- (a) a notice of meeting of directors is not required to be sent to that director; and
- (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.

(12) 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.

(13) 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.

(14) 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.

(15) 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.

### **31. 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.

### **32. 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.

### **33. 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.

### **34. 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 society member must not be the society's auditor.

(6) The auditor may attend general meetings.

### **35. Notices to Members**

(1) A notice may be given to a member, either personally, by fax, by electronic mail, or by mail to the member at the member's registered address.

(2) A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

(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) No other person is entitled to receive a notice of a general meeting.

### **36. 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.

### **37. Indemnification of Directors**

- (1) Subject to the provisions of the *Society 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.

### **38. Indemnification of Officers, Employees and Agents**

- (1) Subject to the provisions of the *Society Act*, the directors may cause the society to indemnify any officer, employee or agent of the society (notwithstanding that he or she is also a director) and his or her 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 *Society 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.

### **39. Indemnification Continues**

- (1) The failure of a director or officer, employee or agent of the society to comply with the provisions of the *Society Act* or of the Constitution or these bylaws shall not invalidate any indemnity to which he is entitled under these bylaws.

### **40. 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 he 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.

**41. 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 he is serving at the request of the society, and his or her heirs or personal representatives against any liability incurred by him or her as such director, officer, employee or agent.

**PART IV  
OFFICERS AND EMPLOYEES**

**42. Election and Appointment of Officers**

(1) The directors described in section 21 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.

**43. 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 *Society 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.

#### **44. 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 under Part VIII, 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 his or her appointment.

## **PART V DISCIPLINE**

### **45. Discipline Committee**

- (1) The board may establish a discipline committee to:
- (a) advise the board on matters falling within the scope of this Part; and
  - (b) carry out other functions consistent with this Part, 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.

### **46. 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;
  - (b) was guilty of professional misconduct, conduct unbecoming a member, or conduct contrary to the Rules in the course of carrying out CSAP work; or
  - (c) breached the society's code of ethics under section 67.
- (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 section 47(3).
- (4) A member who is the subject of a complaint may be sanctioned by the discipline committee or the board under section 51 if a breach of section 46(1) is determined by the discipline committee to have occurred.

### **47. Investigation Stage**

- (1) Subject to subsection (7), on receiving a complaint under section 46(1), 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 section 46(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 his or her report to the discipline committee in accordance with the rules.
- (5) The investigator must not refer the complaint to the discipline committee if he or she concludes that the complaint is frivolous or vexatious.
- (6) A member's failure to meet the requirements of section 48 does not prevent a determination under subsection (3).
- (7) Section 47 does not apply if:
- (a) the performance assessment committee, including its delegated member under section 54(2)(d), makes a complaint under section 46(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.

**48. Member's Duty to Cooperate**

- (1) A member who is the subject of a complaint must, with respect to an investigation under section 47(2), a discipline hearing under section 49, or an appeal under section 50:
- (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.

**49. 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 section 47(4) or a complaint from the Executive Director described in section 47(8).
- (2) The discipline committee must provide the member with an opportunity to be heard.
- (3) A complainant whose complaint has been referred under section 47(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 51; and
  - (c) provide a copy to the subject member.
- (6) If a member fails to cooperate as described in section 48, the discipline committee may suspend the member pursuant to section 51.

**50. 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 under section 49(5) and a suspension under section 49(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.

## **51. Sanctions**

(1) The discipline committee or board, as the case may be, may sanction a member by:

- (a) imposing conditions on the member's membership or CSAP work;
- (b) 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 sections 12(4)(c), 14(b) and 18(3); and
- (c) rescinding the membership; and

in any case must notify the Executive Director of the sanction for the purposes of entry on the register under section 16.

(2) For any of the sanctions described in subsection (1), the discipline committee or the board, whatever the case may be, may:

- (a) impose a fine payable to the Society; and
- (b) order that the member pay costs reasonably attributable to the discipline process.

(3) A member appealing a sanction under section 51(1)(c) may continue to perform CSAP work until the board makes a decision under section 50(7), if that member's work is supervised by another member during this period.

## **52. Notification to Parent Organization and Ministry Director**

(1) The chairperson of the discipline committee may, at the latest of the expiry of the appeal period of section 50(2) or an appeal decision under section 50(7), give notice of a discipline committee decision or the board decision to impose a suspension or rescission sanction to any other persons or body, including the member's parent organization if he or she believes 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.

## **PART VI PERFORMANCE ASSESSMENTS**

### **53. 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) the code of ethics;
  - (d) practice rules, standards and guidelines adopted by the board; and
  - (e) generally accepted professional practices.

### **54. 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 Part; and
  - (b) carry out other functions consistent with this Part, including conducting performance assessments.
- (2) The performance assessment committee must:
- (a) administer performance assessments under this Part;
  - (b) apply the performance criteria described in section 53 when conducting performance assessments;
  - (c) appoint a roster of prospective members for panels described in section 57;
  - (d) appoint a member of the committee to serve as a delegated member of the committee for the purposes of this Part; and
  - (e) advise the board on matters falling within the scope of this Part, including development of practice rules, standards, criteria, guidelines, and communications with the Ministry Director.

(3) A delegated member described in subsection (2)(d) represents and has the power and authority of the performance assessment committee, including making decisions available to the performance assessment committee under subsections 2(a) and (b).

(4) The delegated member may, when making decisions under this Part, consult with the performance assessment committee as he or she sees fit.

#### **55. 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.

#### **56. Selection and Frequency of Performance Assessments**

(1) A performance assessment of a member's CSAP submission must be conducted in accordance with the rules.

#### **57. Triggering Performance Assessments**

(1) A member who completes 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 58.

(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 58 in accordance with the rules.

#### **58. 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 section 57(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.

**59. 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.

**60. Assessment Period**

(1) A performance assessment panel and the delegated member must attempt to complete the procedures of sections 58 and 59 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.

**61. Discretionary Performance Assessments**

(1) Notwithstanding section 57(3), the performance assessment committee may, in accordance with the rules, conduct a performance assessment.

**62. Discretionary Performance Assessments as Remedial Measures**

(1) The performance assessment committee may, as part of any decision described in section 59, require that the subject member undertake training and other remedial measures in accordance with the rules.

**63. Appeal to Board**

(1) A member may appeal a decision under section 59 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 his or her decisions under section 59 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 63, 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 63, 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 63, 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.

**64. 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.

**65. 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 16.

**66. 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 46.

**PART VII  
PRACTICE STANDARDS AND GUIDELINES AND ETHICS**

**67. Code of Ethics**

(1) The purpose of the within code of ethics is to give general statements of the principles of ethical conduct in order that members may fulfill their duty to the public, their fellow members and the Ministry Director. CSAPs shall act at all times with fairness, integrity, courtesy and good faith to their associates, employers, employees and clients, and with fidelity to the public needs. All members shall uphold the values of truth, honesty and trustworthiness and

safeguard human life and welfare and the environment. In keeping with these basic tenets, members shall:

- (a) hold paramount the safety, health and welfare of the public, the protection of the environment and promote health and safety within the workplace;
- (b) undertake and accept responsibility for professional assignments only when qualified by training or experience;
- (c) provide an opinion on a professional subject only when it is founded upon adequate knowledge and honest conviction;
- (d) act as faithful agents of their clients or employers, maintain confidentiality and avoid a conflict of interest but, where such conflict arises, fully disclose the circumstances without delay to the employer or client;
- (e) uphold the principle of appropriate and adequate compensation for the performance of CSAP work;
- (f) keep themselves informed in order to maintain their competence, strive to advance the body of knowledge within which they practice and provide opportunities for the professional development of their associates;
- (g) conduct themselves with fairness, courtesy and good faith towards clients, colleagues and others, give credit where it is due and accept, as well as give, honest and fair professional comment;
- (h) present clearly to employers and clients the possible consequences if professional decisions or judgments, including submissions, are overruled or disregarded;
- (i) report to their association or other appropriate agencies, including the Ministry Director, any hazardous, illegal or unethical professional decisions or practices undertaken by members of the parent organizations, or others; and
- (j) extend public knowledge and appreciation of CSAP work and protect the CSAP members from misrepresentation and misunderstanding.

## **PART VIII RULES**

### **68. Membership Rules**

(1) The board may make rules to implement matters under Part II 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;
- (j) rollover requirements and procedures by which Roster approved professionals immediately prior to society commencement apply to be members of the society, including a rollover grace period and conditions for applications and approvals respecting the rollover of Roster approved professionals; and
- (k) a register of members.

**69. Board Rules**

(1) The board may make rules to implement matters under Part III, including but not limited to:

- (a) election procedures;
- (b) ballots;
- (c) rules for 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.

**70. Officer and Employee Rules**

(1) The board may make rules to implement matters under Part IV, including but not limited to:

- (a) elections and appointments of officers; and
- (b) appointment, and duties, and responsibilities of employees.

**71. Discipline Rules**

(1) The board may make rules to implement matters under Part V, including but not limited to:

- (a) a complaints procedure under section 46;
- (b) conduct of an investigation referred to in section 47;
- (c) conduct of a discipline hearing under section 49;
- (d) conduct of an appeal by the board under section 50;
- (e) nature and extent of the sanctions; and
- (f) use of legal counsel in discipline proceedings described in sections 49 and 50, including without limitation questioning investigators, complainants, subject members and witnesses appearing in these proceedings.

**72. Performance Assessment Rules**

(1) The board may make rules to implement matters under Part VI, 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.

**73. Rules Respecting Practice Standards and Guidelines and Ethics**

(1) The board may make rules to implement matters under Part VII, 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) guidance for the implementation of the code of ethics;
- (e) joint standards of conduct or competence in conjunction with a parent organization;
- (f) a program to assist members in dealing with professional or ethical issues; and
- (g) a continuing education program for members.

**74. Conflict**

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

Dated: June 2015