



T.K. SPARKS

BYLAWS OF THE BRITISH COLUMBIA ASSOCIATION OF PROFESSIONAL ARCHAEOLOGISTS

PART 1 – DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these Bylaws:

"**Act**" means the Societies Act of British Columbia as amended from time to time;

"**Board**" means the Directors of the Society;

"**Bylaws**" means these Bylaws as altered from time to time;

"**Non-Voting Member**" means a Member who is not entitled to vote at meetings of the Society.

"**Society**" means the British Columbia Association of Professional Archaeologists;

"**Unprofessional Conduct**" means conduct which violates the Bylaws of the Society generally and in particular, PART 3 Code of Ethics and PART 4 Code of Conduct;

"**Voting Member**" means a Member who is entitled to vote at all meetings of the Society.

1.2 Definitions in Act apply

The definitions in the Act apply to these Bylaws.

1.3 Conflict with Act or Regulations

If there is a conflict between these Bylaws and the Act or the Regulations under the Act, the Act or the Regulations, as the case may be, prevail.

PART 2 – MEMBERS

2.1 Members

The members of the Society are those persons who apply for membership in the Society, and become Members in accordance with these Bylaws and, in either case, have not ceased to be Members (a "**Member**").

2.2 Application for Membership

A person may apply to the Board for membership in the Society, and, if the applicant meets the applicable eligibility criteria and pays the membership dues, may be accepted,

by the Board, in the Board's sole discretion, as a Member in one of the categories of membership of the Society.

2.3 Membership Categories

The categories of membership and eligibility requirements for each category are as follows:

(a) Professional Member

A Professional Member is a Voting Member of the Society. A Professional Member who meets the following criteria is eligible for membership in the Society as a Professional Member:

- (i) is engaged either part-time or full-time as an archaeologist;
- (ii) has a post-secondary degree in archaeology or anthropology with a specialty in archaeology, or an equivalent combination of documented archaeological training, analysis, and technical writing experience which meets the qualities and standards of the Society;
- (iii) has three years of archaeological experience, including two years of archaeological experience in British Columbia;
- (iv) is the primary author of an archaeological publication or report which meets the qualities and standards of the Society;
- (v) has a demonstrable understanding of all relevant legislation;
- (vi) has held in their own name and successfully completed the requirements of a permit issued pursuant to the Heritage Conservation Act;
- (vii) has a demonstrable ability to direct and supervise in the field an archaeological survey or excavation;
- (viii) has a demonstrable ability to meet and liaise with clients, First Nations, and government agencies;
- (ix) can provide two Professional Members of the Society as references, who are knowledgeable about the applicant's general qualifications and experience and will provide references for the applicant.

(b) Associate Member

An Associate Member is a Voting Member of the Society who is engaged in the practice of archaeology, but who does not meet the eligibility criteria for a Professional Member as defined in this bylaw 4.

A person who meets the following criteria is eligible for membership in the Society as an Associate Member:

- (i) is engaged either part-time or full-time as an archaeologist;
- (ii) has a post-secondary degree in archaeology or anthropology with a specialty in archaeology, or an equivalent combination of documented archaeological training, analysis, and technical writing experience which meets the qualities and standards of the Society;
- (iii) has one year of archaeological experience, including archaeological experience in British Columbia;
- (iv) has made a contribution to an archaeological publication or report which meets the qualities and standards of the Society;
- (v) has a demonstrable understanding of all relevant legislation;
- (vi) can provide one Professional Member of the Society as a reference, who is knowledgeable about the applicant's general qualifications and experience and will provide a reference for the applicant

(c) **Intern Member**

An Intern Member is a Non-Voting Member of the Society. A person who meets the following criteria is eligible for membership in the Society as an Intern Member:

- (i) is engaged either seasonally, part-time, or full-time as an archaeologist;
- (ii) has a post-secondary degree in archaeology or anthropology with a specialty in archaeology, or an equivalent combination of documented archaeological training, analysis, and technical writing experience which meets the qualities and standards of the Society; has 1 month of archaeological experience, in British Columbia; and,
- (iii) can provide one Professional Member of the Society as a reference, who is knowledgeable about the applicant's general qualifications and experience and will provide a reference for the applicant.

(d) **Affiliate Member**

An Affiliate Member is a Voting Member of the Society. A person who meets the following criteria is eligible for membership in the Society as an Affiliate Member:

- (i) is engaged either seasonally, part-time, or full-time employment that supports the discipline of archaeology or the heritage sector of British Columbia;
- (ii) has a post-secondary degree in archaeology or anthropology with a specialty in archaeology, a degree or certificate from a related or supporting discipline with relevant work experience within the heritage sector, has successfully completed at least one Resource Information Standards Committee course in archaeology, or an equivalent combination of documented archaeological training and experience which meets the qualities and standards of the Society;
- (iii) has one year experience in archaeology and/or that supports the discipline of archaeology, including experience in British Columbia;
- (iv) can provide one Professional Member of the Society as a reference, who is knowledgeable about the applicant's general qualifications and experience and will provide a letter of support for the applicant.

(e) **Student Member**

A Student Member is a Non-Voting Member of the Society. A Student Member is a member of the Society who is enrolled in an archaeological field of study but who does not meet the eligibility criteria for other membership categories as defined in this bylaw 4. A person who meets the following criteria is eligible for membership in the Society as a Student Member:

- (i) is currently enrolled in a degree-granting institute in a course program leading to a degree in archaeology or an archaeology-related field;
- (ii) provides a photocopy of their current student ID, or a letter from a recognized official at the institution that can confirm their status as a student in good standing.

(f) **Temporary Leave of Absence**

Voting Members who intend to temporarily stop working as an archaeologist in British Columbia, or for other reasons, can be granted a leave-of-absence membership. Such members do not have voting privileges during this period, but are entitled to other membership benefits as determined by the Board. The requirements are as follows:

- (i) Any Voting Member in good standing who wishes to withdraw temporarily from the Association must make written application to the Board, giving reasons satisfactory to the committee and directors. Notification of the leave-of-absence must be accepted by the Board before it becomes effective. Within a period of five years from the granting of the

leave of absence, any member in good standing will be reinstated upon written notice to the Board and payment of applicable membership dues.

- (ii) If five or more years have passed without the member applying for reinstatement, the person shall no longer be a member in good standing and must make a new membership application to the Society.

(g) **Retirement Leave of Absence**

Voting Members in good standing who have retired from their work as an archaeologist in British Columbia can be granted a leave-of-absence membership. Such members do not have voting privileges during this period, but are entitled to other membership benefits as determined by the Board. The requirements are as follows:

- (i) The Member must have retired from their work as an archaeologist in British Columbia with the intent that the retirement be permanent;
- (ii) the Member must make written application to the Board, for a Retirement Leave of Absence and notification of the leave-of-absence must be accepted by the Board before it becomes effective;

2.4 Duties of Members

Every Member must uphold the constitution of the Society and must comply with these Bylaws.

2.5 Remuneration of Members

The activities and purposes of the Society shall be carried on without purpose or gain for its Members and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society.

2.6 Amount of Membership dues

The amount of the annual membership dues, if any, must be determined by the Board.

2.7 Member not in good standing

A Member is not in good standing if the following occurs:

- (a) the Member fails to pay the Member's annual membership dues, if any, and the Member is not in good standing for so long as those dues remain unpaid;
- (b) the Member fails to uphold the requirements of their membership application;
- (c) the Member has been declared by the Board to not be in good standing pursuant to section 9.2; or

- (d) a Final Determination of the Disciplinary Panel or a reconsideration by the Board pursuant to section 9.23 has determined the Member is no longer in good standing.

2.8 Member not in good standing may not vote

A voting Member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a Voting Member for the purpose of consenting to a resolution of the Voting Members.

2.9 Termination of Membership

A person ceases to be a Member of the Society:

- (a) by delivering their resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;
- (b) on their death;
- (c) On being expelled pursuant to the Grievance Procedures in PART 9;
- (d) if they fail to pay a debt due and owing to the Society within 3 months of the due date; or
- (e) if the person is not in good standing as of March 31 of the current year.

PART 3 – CODE OF ETHICS

3.1 Principles of Code of Ethics

The Society's Code of Ethics provides principles of professional conduct for the benefit of the Members of the Society and the profession of archaeology. The Society subscribes to the following principles:

- (a) The archaeological record is the physical remains of past human activity, and as such, Members of the Society hold it as of importance to all people.
- (b) Members of the Society have a responsibility to work for the preservation and protection of the archaeological record.
- (c) Members of the Society have a responsibility to contribute to the advancement of archaeology by developing professional knowledge and skills, and to share this information and experience
- (d) Members of the Society have a responsibility to conduct themselves with integrity, in accordance with the principles, codes, and standards of the Society.

PART 4 – CODE OF CONDUCT AND STANDARDS OF PRACTICE

4.1 Standards of Professional Conduct for Members

The Society's Code of Conduct elaborates standards of professional conduct for the benefit of the Members of the Society and the profession of archaeology.

4.2 Responsibility to the Archaeological Record

A Member of the Society shall:

- (a) Not participate in the illicit import, export, or buying and selling of archaeological materials;
- (b) Avoid and discourage statements or dissemination of information that could encourage others to engage in illicit activities that jeopardize the archaeological record;
- (c) Inform the parties responsible for the management of archaeological resources of any undertaking that is detrimental to the archaeological record; and
- (d) Exercise independent professional judgement by applying their skills and experience in a manner consistent with the standards and codes of the Society and applicable laws, in a way that best serves to protect the archaeological record.

4.3 Responsibility to the Public

A Member of the Society shall:

- (a) Present archaeology and the results of archaeological investigations to the public in an impartial manner;
- (b) When presenting the results of archaeological investigations to the public, balance the interests of public education with the needs of archaeological management, applicable regulations, and the interests of Indigenous and descendant communities; and
- (c) Encourage the public to comply with heritage regulations.

4.4 Responsibility to Indigenous and descendant communities

A Member of the Society shall:

- (a) Make reasonable attempts to obtain free, prior, and informed consent from Indigenous and descendant communities who have identified an interest in an area before conducting archaeological work;

- (b) Acknowledge traditional practices and respect the archaeological concerns of Indigenous and descendant communities and their relation to the archaeological record;
- (c) Where possible and practicable, collaborate with Indigenous and descendant communities in archaeological research, management, and education;
- (d) Recognize that Indigenous and descendant communities have an interest in the protection and management of the archaeological record, and its interpretation and presentation;
- (e) Make reasonable efforts to determine those Indigenous and descendant communities that have identified an interest in an area, and inform those Communities, prior to conducting archaeological studies;
- (f) Make reasonable efforts to inform those Indigenous and descendant communities who have identified an interest in an area, prior to conducting any archaeological studies, except where such disclosure contravenes an agreement for confidentiality;
- (g) Acknowledge and make reasonable efforts to follow archaeological protocols, policies, and permit systems established by Indigenous and descendant communities, where these do not present a conflict with heritage regulations, the codes, standards, or bylaws of the Society, or contractual obligations;
- (h) Respect Indigenous and descendant communities' protocols governing the investigation, removal, and curation of ancestral remains and associated objects, where these protocols do not present a conflict with heritage regulations, the codes, standards, or bylaws of the Society, or contractual obligations; and
- (i) Communicate the results of archaeological studies to concerned Indigenous and descendant communities in a timely and accessible manner, where such disclosures do not present a conflict with heritage regulations, the codes, standards, or bylaws of the Society, or contractual obligations.

4.5 Responsibility to the Discipline and Profession of Archaeology

A Member of the Society shall:

- (a) be familiar with and comply with applicable laws and regulations;
- (b) be familiar with and comply with the codes, standards, and bylaws of the Society;
- (c) Work toward effective protection of the archaeological record through federal, provincial, and municipal laws and regulations;
- (d) Stay informed of developments in that Member's own field(s) of specialization and in the field or archaeology generally;

- (e) Not undertake any archaeological research or provide services for which the Member is not qualified;
- (f) Not sign-off on reports or professional opinions unless the work was conducted under the Member's supervision;
- (g) disseminate the results of archaeological studies in a timely manner, provided such disclosure does not contravene an agreement for confidentiality;
- (h) Not attempt to destroy or distort archaeological data;
- (i) Not conceal archaeological data, provided such disclosure does not contravene an agreement for confidentiality; and
- (j) Not make misleading statements about that Member's qualifications and experience.

4.6 Responsibility to Other Archaeologists

A Member of the Society shall:

- (a) Not refuse a reasonable request for data, provided such disclosure does not contravene an agreement for confidentiality;
- (b) Take responsibility for that Member's own work;
- (c) Give credit for work undertaken by others;
- (d) Not bring the professional reputation of a colleague into disrepute;
- (e) Review the work of other archaeologists in a fair, objective, and professional manner;
- (f) In a formal evaluation of the works of other archaeologists, make reasonable attempts to provide advance notice to the archaeologist under review, provided such disclosure does not contravene an agreement for confidentiality;
- (g) Not purport to represent the Society without prior written authorization from the Board; and
- (h) Support an inclusive and diverse professional culture and workplace, free of discrimination and harassment.

4.7 Responsibility to Clients

A Member of the Society shall:

- (a) Not accept compensation for recommending the employment of another consulting archaeologist, unless such compensation is disclosed to the client;
- (b) Not use a client's privileged, proprietary, or confidential information, without their express consent;
- (c) Not provide professional services if there is an actual or apparent conflict of interest without full disclosure; and
- (d) Only levy charges for work performed.

PART 5 – GENERAL MEETINGS OF MEMBERS

5.1 Time and place of general meeting

A general meeting must be held at the time and place the Board determines.

5.2 Ordinary business at general meeting

At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the Directors or auditor;
- (d) election or appointment of Directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the Directors not requiring the passing of a special resolution.

5.3 Notice of special business

A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning that business.

5.4 Notice and Service

A notice may be given to a Member or a document served on a Member (in either case a “**Notice**”), either personally, by mail to the Member at the Member's registered address or by email to the Member at the email address given by the Member to the Society.

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

A Notice delivered personally or sent by email shall be deemed to have been given on the day on which the Notice is delivered or sent by email and in proving that Notice has been delivered by email, it is sufficient to prove that the Notice was sent to the email address provided by the Member as required by these Bylaws.

Pursuant to the provisions of the Act regarding notice of general meeting, if the Society has more than 250 Members, notice of a general meeting is deemed to have been sent if it has been sent to every Member of the Society who has provided an email address, by email to that email address, and is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on the Society's website.

5.5 Chair of general meeting

The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair;
 - (i) the president; or
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other Directors present at the meeting, if both the president and vice-president are unable to preside as chair.

5.6 Alternate chair of general meeting

If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the Voting Members who are present must elect an individual present at the meeting to preside as the chair.

5.7 Quorum required

Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of Voting Members is present.

5.8 Quorum for general meetings

The quorum for the transaction of business at a general meeting is 3 Voting Members or 10% of the Voting Members, whichever is greater.

5.9 Lack of quorum at commencement of meeting

If, within 30 minutes from the time set for holding a general meeting, a quorum of Voting Members is not present,

- (a) in the case of a meeting convened on the requisition of Members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the Voting Members who are present constitute a quorum for that meeting.

5.10 If quorum ceases to be present

If, at any time during a general meeting, there ceases to be a quorum of Voting Members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5.11 Adjournments by chair

The chair of a general meeting may, or, if so directed by the Voting Members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

5.12 Notice of continuation of adjourned general meeting

It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

5.13 Order of business at general meeting

The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;

- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the Directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of Directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint Directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the Members in the notice of meeting; and
- (h) terminate the meeting.

5.14 Methods of voting

At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the Voting Members, except that if, before or after such a vote, 2 or more Voting Members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

5.15 Announcement of result

The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

5.16 Voting by proxy

Voting by proxy is permitted.

A Voting Member may appoint another Voting Member a proxy holder to attend, act, and vote for him or her. The proxy must be signed by the appointing Member in a form approved by the Directors.

5.17 Matters decided at general meeting by ordinary resolution

A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 6 – DIRECTORS

6.1 Number of Directors on Board

The Society must have no fewer than 4 Directors and no more Directors than as determined at a general meeting. The Board must include Directors named to the Board Positions hereinafter set out in section 8.1.

6.2 Election or appointment of Directors

At each annual general meeting, the Voting Members entitled to vote for the election or appointment of Directors must elect or appoint the Board and elect or appoint Directors to fill the Board Positions, other than:

The vice-president who will be elected to a two-year term, with the first year as vice-president and the second year as president; and

The treasurer will be elected to a two-year term.

6.3 Directors may fill casual vacancy on Board

The Board may, at any time, appoint a Member as a Director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a Director during the Director's term of office.

6.4 Term of appointment of Director filling casual vacancy

A Director appointed by the Board to fill a vacancy ceases to be a Director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

PART 7 – DIRECTORS' MEETINGS

7.1 Calling Directors' meeting

A Directors' meeting may be called by the president or by any 2 other Directors.

7.2 Notice of Directors' meeting

At least 2 days' notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period.

7.3 Proceedings valid despite omission to give notice

The accidental omission to give notice of a Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

7.4 Conduct of Directors' meetings

The Directors may regulate their meetings and proceedings as they think fit.

7.5 Quorum of Directors

The quorum for the transaction of business at a Directors' meeting is a majority of the Directors.

PART 8 – BOARD POSITIONS

8.1 Election or appointment to Board Positions

Directors must be elected or appointed to fill the following Board positions (the “**Board Positions**”), and a Director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

8.2 Directors at large

Directors who are elected or appointed to the Board in addition to the Board Positions described in section 8.1 are elected or appointed as Directors at large.

8.3 Role of president

The president is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties.

8.4 Role of vice-president

The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

The vice-president is elected to a two-year term, with the first year as vice-president and the second year as president.

8.5 Role of secretary

The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and Directors' meetings;

- (b) taking minutes of general meetings and Directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board; and
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

8.6 Absence of secretary from meeting

In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

8.7 Role of treasurer

The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the Members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements; and
- (d) making the Society's filings respecting taxes.

PART 9 – GRIEVANCE PROCEDURES

9.1 Obligation to Participate

All Voting Members of the Society are required to participate in the procedures described in this PART 9 (the “**Grievance Procedures**”) when required to do so in writing by the Board (the “**Participation Request**”). The Participation Request may require a Member to serve on a Mediation Committee, Investigation Committee or Disciplinary Panel.

9.2 Exemption Request

A Member that receives a Participation Request and has a legitimate reason to request an exemption may do so by submitting an exemption request in writing to the Board which includes the reasons for the request.

The Board may, in its sole discretion, deny or accept an exemption request which decision will be communicated to the Member in writing.

If a Member fails to comply with a Participation Request and has not been granted an exemption under section 9.2, the Board may declare the Member to no longer be in good standing.

9.3 Immunity and Protection from Liability

The Society, its Directors, employees or Members shall not be liable to a Member for anything done or omitted in good faith in the performance or intended performance of any act or duty in relation to the Grievance Procedures in this PART 9.

9.4 Application to Government Regulators

These Bylaws including PART 3 and PART 4 apply to Members who are government regulators and a Complaint may be made against such Members.

A Complaint, as hereinafter defined, may not be made against a Member who is a government regulator of the *Heritage Conservation Act* with regards to that Member's actions carried out in the administration of the *Heritage Conservation Act*.

9.5 Complaints Against Members

Any person, including a Director of the Society, who believes a Member of the Society may be guilty of Unprofessional Conduct may make a complaint against the Member to the Board.

A complaint against a Member must be made in writing and must include the particulars of the conduct alleged to be unprofessional (the "**Complaint**").

9.6 Board Decision on Complaint

Within thirty days after receipt of the Complaint, the Board shall notify all named parties involved of the Complaint, shall meet to discuss the Complaint and shall vote on appropriate action.

Where the Board considers that Unprofessional Conduct did not occur, it shall render a decision that no further action shall be taken and prepare a written report describing the reasons for this decision. The report shall be distributed to all parties to the Complaint.

Where the Board considers Unprofessional Conduct may have occurred it shall:

- (a) Appoint a Mediation Committee to mediate the Complaint; or
- (b) Appoint an Investigation Committee to further investigate the Complaint.

The Board shall prepare a written report describing the reasons for its decision and this report shall be distributed to all parties to the Complaint.

9.7 Mediation Committee

A Mediation Committee appointed by the Board under section 9.6 shall consist of three individuals and may be comprised of Members, non-Members, or a combination of both in the Board's sole discretion.

A quorum shall consist of a majority of the Mediation Committee and the Mediation Committee shall fix its own procedure.

The Mediation Committee may, for its duties under the bylaws, apply to the Directors of the Society to access legal or other services it considers necessary.

9.8 Timing for Completion of Mediation

The Mediation Committee shall make all attempts to complete its duties within ninety days of its appointment under section 9.6.

If more than ninety days are required to fulfill its duties, the Mediation Committee shall inform the Board in writing prior to the expiration of the ninety days with the reason for the requirement for more time and the expected time of completion.

9.9 Agreement on a Mediated Solution

If a Mediation Committee has brought the parties to a mediated solution, it shall be reduced to writing and provided to the Board. The Board will give effect to the mediated solution.

9.10 Failure to Resolve a Complaint by Mediation

If at any time during the mediation process, the Mediation Committee is satisfied a complaint cannot be resolved through mediation it shall:

- (a) prepare a written report describing the mediation process; and
- (b) send a copy of the report to the Board who will serve the report on all parties to the mediation.

9.11 Board Referral to Investigation Committee

Within twenty-one days of the receipt of a report stating that mediation is unsuccessful, the Board shall initiate the process to appoint an Investigation Committee to investigate the complaint.

9.12 Investigation Committee

An Investigation Committee appointed by the Board under section 9.6 shall consist of three individuals and may be comprised of Members, non-Members, or a combination of both in the Board's sole discretion.

A quorum shall consist of a majority of the Investigation Committee.

The Investigation Committee may, for its duties under the bylaws, apply to the Directors of the Society to access legal and other services it considers necessary.

9.13 Powers of the Investigation Committee

The Investigation Committee has the right to compel Members of the Society to respond and produce documents necessary for the investigation.

The Investigation Committee may at its discretion delay the procedure pending the outcome of any private civil dispute between the parties to the Complaint.

9.14 Timing for Completion of Investigation

The Investigation Committee shall make all attempts to complete its duties within ninety days of its appointment under section 9.6.

If more than ninety days are required to fulfill its duties, the Investigation Committee shall inform the Board in writing prior to the expiration of the ninety days with the reason for the requirement for more time and the expected time of completion.

9.15 Decision of Investigation Committee

Where the Investigation Committee is satisfied the Member has not engaged in Unprofessional Conduct, it shall:

- (a) prepare a written report describing the information upon which its decision is based and stating the reasons for not proceeding with disciplinary action; and
- (b) send a copy of the report to the Board who will serve the report on the parties to the Complaint.

Where the Investigation Committee is satisfied the Member has engaged in Unprofessional Conduct, it shall order a disciplinary hearing into the conduct of the Member by issuing a citation against the Member.

9.16 Disciplinary Hearing

A citation issued under section 9.15, shall set out the particulars of the Complaint and give reasons for the Investigation Committee's finding of Unprofessional Conduct. The citation shall be served on the Member (for the purpose of the Disciplinary Hearing, the "**Respondent**").

9.17 Disciplinary Panel

Upon issuing the citation, the Directors shall appoint a Disciplinary Panel of three individuals.

The Disciplinary Panel shall consist of any combination of Members and non-Members in the Board's sole discretion. No Director or any Member of the Mediation Committee or Investigation Committee with regard to the Complaint shall be eligible to be appointed to the Disciplinary Panel.

The Board shall appoint a chairperson of the Disciplinary Panel. The Disciplinary Panel will set its own procedure with the intention of providing the Society, the Complainant and the Respondent with a full and fair hearing.

9.18 Disciplinary Panel Hearing

The Disciplinary Panel shall hold a hearing into the Respondent's conduct (the "**Hearing**"). The parties to the Complaint and the Society have the right to be represented by legal counsel and will be provided with the opportunity to make representations to the Disciplinary Panel.

At least one month's written notice of the time and place of the Hearing shall be served on the Respondent and the Complainant.

The Disciplinary Panel has the right to compel Members of the Society to respond and produce documents necessary for a full hearing.

If the Respondent fails to attend, on proof of service of notice, the Disciplinary Panel may proceed with the hearing in the Respondent's absence and make its findings and its determination without further notice to the Respondent.

The Disciplinary Panel may at its discretion delay the procedure pending the outcome of any private civil dispute between the Complainant and the Respondent.

A Disciplinary Panel shall decide any matter by majority and the decision of the majority is the decision of the Disciplinary Panel.

9.19 Discipline Resolution

At the conclusion of the Hearing, the Disciplinary Panel shall record its decision and the reasons for it in writing (the "**Discipline Resolution**").

The Discipline Resolution shall include a determination as to whether or not a Respondent has engaged in Unprofessional Conduct.

If the Disciplinary Panel is satisfied that a Respondent has engaged in Unprofessional Conduct, it will also propose recommended disciplinary action.

If the Disciplinary Panel is satisfied that a Respondent has not engaged in Unprofessional Conduct it shall recommend that no disciplinary action be taken.

9.20 Possible Disciplinary Action

The Disciplinary Panel may recommend the following disciplinary action:

- (a) reprimand the Respondent;
- (b) declare the Respondent a Member not in good standing of the Society;
- (c) expel the Respondent from the Society;

9.21 Distribution of Discipline Resolution

The Disciplinary Panel shall provide a copy of the Discipline Resolution to the Board and the Investigation Committee and shall serve the Discipline Resolution on the Complainant and the Respondent.

The Board may distribute a summary of the findings of the Disciplinary Panel to the Members of the Society.

9.22 Right of the Respondent to Make Submissions

If the Disciplinary Panel is satisfied that a Respondent has engaged in Unprofessional Conduct and the Discipline Resolution proposes recommended disciplinary action, the Respondent shall be given the opportunity to make written submissions in response to the proposed disciplinary action. Written submission should be provided to the Disciplinary Panel within 30 days of the date of the Discipline Resolution. A final determination on the disciplinary action will not be made until the written representations are received and considered or before 30 days of the Discipline Resolution, whichever comes first (“**Final Determination**”).

The Disciplinary Panel shall provide a copy of the Final Determination to the Board and the Investigation Committee and shall serve the Final Determination on the Complainant and the Respondent.

If the Final Determination has declared a Respondent a Member not in good standing, it shall also require the Respondent to undertake specific remedial action on or before a fixed date. If the Respondent does not complete remedial action to the satisfaction of the Disciplinary Panel by the date specified; the Disciplinary Panel may:

- (a) extend the time period for completion of the remedial action; or
- (b) expel the Member from the Society.

If the Member completes the remedial action on or before the date specified by the Disciplinary Panel to the satisfaction of the Disciplinary Panel, the Respondent will be restored to a Member in good standing.

9.23 Review of the Final Determination by the Board

Within 30 days of the Final Determination, the Investigation Committee or the Respondent may request the Board to reconsider the Final Determination.

Upon such a request, the Board may, in its sole discretion:

- (a) refuse to reconsider the Final Determination; or
- (b) reconsider the Final Determination and in doing so may hear further argument and evidence (the “**Reconsideration**”).

If the Board does reconsider the Final Determination, then the Board may substitute its decision for the Final Determination. The decision of the Board on a Reconsideration will be final.

The Board will prepare a written report of the Reconsideration and will distribute the Reconsideration to the Investigation Committee and the Disciplinary Panel and serve the Reconsideration on the Respondent and the Complainant. The Board may distribute a summary of the Reconsideration to the membership of the Society.

PART 10 - REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

10.1 Remuneration of Directors

These Bylaws do not permit the Society to pay to a Director remuneration for being a Director, but the Society may, subject to the Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity.

10.2 Signing authority

A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one other Director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other Director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other Directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 11 – DISSOLUTION OF SOCIETY

11.1 Dissolution of Society

In the event of the winding up or dissolution of the Society, all funds and assets of the Society remaining after the payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Society, including the remuneration (if any) of the liquidator, and after payment to employees of the Society of any arrears of salaries or wages, shall be given, transferred and distributed to such organizations that are registered charities pursuant to the provisions of the Income Tax Act that shall be designated by the Members of the Society at the time of the winding up or dissolution of the Society and if effect cannot be given, transferred and distributed to such organizations that are determined by the Members of the Society to be such registered charities which have purposes similar to those of the Society.