

**PROFESSIONAL STANDARDS BOARD FOR THE PLANNING PROFESSION IN CANADA
GENERAL BY-LAW NO. 2**

Article 1 – Name

- 1.1 The name of the corporation shall be the Professional Standards Board for the Planning Profession in Canada, hereinafter referred to as the “PSB”.

Article 2 – Purpose

- 2.1 The PSB, as an independent corporation, administers certification and accreditation standards on behalf of the planning profession in Canada, as such standards are approved by the Professional Standards Committee.

Article 3 – Definitions and Interpretation

3.1 Definitions

“**ACT**” shall mean the Canada Not-for-Profit Corporations Act and the Regulations passed pursuant to the Act and any legislation that may be substituted therefore;

“**PROVINCIAL/TERRITORIAL INSTITUTE OR ASSOCIATION (PTIA)**” means a professional planning organization in Canada that has a signed Shared Services Agreement in force with the Professional Standards Board;

“**BOARD**” means the Board of Directors of the PSB;

“**BY-LAWS**” means this By-law and all other by-laws of the PSB from time to time enacted by the PSB and being in force and effect;

“**DIRECTOR**” shall mean a member of the Board of Directors of the PSB;

“**MEMBER**” shall mean the Canadian Institute of Planners or its successor organization or any PTIA that is registered in the PSB members’ register;

“**MEMBER IN GOOD STANDING**” shall, unless otherwise specified, mean the Canadian Institute of Planners or its successor organization and any PTIA who is registered as such in the PSB members’ register and who is not in arrears in respect of any amount owing to the PSB and whose membership is not under suspension for any reason;

“**PROFESSIONAL MEMBER**” shall mean a professional member of a PTIA, who is in good standing with the Institute and its PTIA.

3.2 Interpretation

All terms which are contained in the By-laws of the PSB and which are defined in the Act, but not defined in any by-law, shall have the meanings given to such terms in the Act; words importing the singular number shall include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

In the event of any dispute arising as to the true intent or meaning of any present or future By-laws and Regulations of the PSB, the interpretation thereof by the Board shall be final and conclusive.

Article 4 – Membership

4.1 Membership Register

The Executive Director shall maintain a register of the names of all members. Only those members whose names are entered in the register and who are members in good standing shall be entitled to the privileges of membership in the PSB unless otherwise provided by these By-laws.

4.2 Application for Membership

- a) Application for membership in the PSB shall be addressed in writing to the Executive Director, in such form as the Board may from time to time prescribe.
- b) Applicants may appeal the refusal of membership to the Board, the decision of which shall be final and binding and there shall be no further appeal therefrom.

4.3 Membership Categories and Eligibility

- a) The membership of the PSB shall consist of one category of membership which shall be called member.
- b) Membership shall be open to the Canadian Institute of Planners or its successor organization or any PTIA in good standing thereof which has entered into Shares Services Agreement with the PSB, as may be specified by the Board and mutually agreed from time to time.
- c) Members shall be voting members and shall each be entitled to one vote at Annual and Special General Meetings of the PSB. Each member shall appoint an appropriate representative who is a professional member of a PTIA to exercise the rights and privileges of membership on its behalf.

4.4 Rights, Privileges and Obligations

The respective admission criteria for membership, rights, privileges and obligations of such members, shall be as stipulated in the Articles of Incorporation, these By-laws or otherwise specified from time to time by the Board.

4.5 Termination and Reinstatement of Membership

Policies governing the termination and reinstatement of membership shall be as specified from time to time by the Board and ratified by at least two-thirds of the voting members.

4.6 Resignation

Any member may at any time resign from membership in the PSB by serving one hundred and eighty (180) calendar days' written notice to that effect upon the Executive Director and upon discharging any lawful liability which is standing upon the books of the PSB at the time of such notice.

Article 5 – Dues

5.1 Amount of Dues

The annual dues payable by members of the PSB shall be those fixed from time to time by resolution of the Board.

5.2 When Due

The dues shall be paid no later than the dates established by resolution of the Board.

5.3 Delinquency and Cancellation

A member who fails to pay annual invoiced dues within the period established by the Board shall, upon thirty (30) working days' written notice to the member, cease to be a member and shall be so notified by the Executive Director by ordinary mail.

Article 6 – Business of the PSB

6.1 Head Office

The head office of the PSB shall be located in such Province as specified in the Articles of Incorporation as they may be amended from time to time, and at such place within that Province as the Board may from time to time determine by resolution.

6.2 Seal

The corporate seal of the PSB shall be in such form as prescribed by the Board, provided that the seal shall bear the words "Professional Standards Board for the Planning Profession in Canada". The custody of the seal shall be entrusted to the Secretary-Treasurer or another officer whom the Board may designate.

6.3 Financial Year

The year end of the PSB shall be December 31.

6.4 Signing Authority and Certification

- a) All cheques issued or endorsed in the name of the PSB shall be signed by such officers, employees or agents of the PSB in such manner as shall be determined from time to time by resolution of the Board.
- b) The Board shall have authority to appoint any member of the Board or any staff member to certify a specific document.

6.5 **Banking**

- a) All acts and things done and documents executed on behalf of the PSB, as herein before authorized and relied upon by the Bank shall be valid and binding upon the PSB, whether or not the corporate seal of the PSB has been affixed to any such document.
- b) All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the PSB, shall be signed by such officers or agents of the PSB in such manner as shall from time to time be determined by resolution of the Board, and any such officers or agents may endorse notes and drafts for collection on account of the PSB through its bankers, and endorse notes and cheques for deposit with the PSB's bankers for the credit of the PSB, or the same may be endorsed "for collection" or "for deposit" with the bankers of the PSB by using the PSB's rubber stamp for the purpose. Such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the PSB and the PSB's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlements of balances and release or verification slips.
- c) The Board of Directors may be resolution from time to time:
 - a. Borrow money on the credit of the PSB; or
 - b. Issue, sell or pledge securities of the PSB; or
 - c. Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the PSB, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the corporation.
- d) From time to time the Board may authorize any director or officer of the PSB to make arrangement with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give any additional securities for any monies borrowed or remaining due by the PSB as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the PSB.

6.6 **Surplus Funds of the PSB**

The Board may set aside a reserve for contingencies from the surplus funds of the PSB or may invest the surplus funds in the PSB in those securities authorized by law for trust funds and also, at their discretion, in those securities in which life insurance companies may by law invest their funds.

Article 7 – Board of Directors

7.1 **Governance**

- a) The affairs of the PSB shall be governed by a Board of Directors that shall supervise, control and direct the affairs and business of the PSB. The Board may adopt such rules and regulations as may be deemed advisable to carry out the purpose of these By-laws and actively pursue the purpose of the PSB.
- b) The Board may appoint a Chief Staff Officer, to be known as the Executive Director, to carry out the management of the PSB. The Executive Director is accountable to the Board for the performance of his/her duties.
- c) The Board may delegate to any committee or officer any or all power, duties and authority of the Board which may be lawfully granted.

7.2 **Composition and Eligibility**

Directors of the PSB must be individuals, 18 years of age, with power under law to contract and must be Professional Members in good standing with a Member in good standing of PSB.

- a) The Board of Directors shall appoint a Nominating Committee, consisting of at least one (1) Director of the PSB and such other Directors as the Board deems necessary, to issue a call for nominations in accordance with the PSB's policies. The Nominating Committee shall present the names of duly nominated Directors for election by the members at each Annual Meeting. In nominating persons as Directors, the Nominating Committee shall take into account the geographic diversity of the PSB. The election shall take place according to the PSB's policies as they may be amended from time to time.
- b) A representative of the Professional Standards Committee or its successor body, as designated by that committee shall be invited to participate in PSB board meetings as an observer.

7.3 **Term of Office**

- a) The term of office for a Director shall be four years. The term of office for Directors shall commence immediately following the annual meeting at which they were elected. Directors can serve two four-year terms on the Board and then must sit out for a four-year term.
- b) The term of office for the First Directors shall commence at the first meeting following the appointment of the Founding Board. Four of the First Directors will serve a three-year term and the balance of First Directors will serve a two-year term. The process of selection of terms for First Directors shall be determined by the Founding Board.

7.4 **Board Vacancies**

- a) The office of a Director shall be automatically vacated:
 - i) If a Director resigns from office by delivering a written resignation to the Executive Director of the PSB;
 - ii) If a Director is found to have become of unsound mind;
 - iii) If a Director becomes bankrupt, or suspends payment or compounds with his/her creditors;
 - iv) If the Director is convicted in Canada of any criminal offense which, in the opinion of the Board, reflects on the ability of such Director to perform his/her duties or which may adversely reflect on the PSB;
 - v) On the death of the Director;
 - vi) If a Director is no longer a member in good standing of a Member in good standing of PSB;
 - vii) If a Director is absent from three consecutive Board meetings, the Director may have his/her elected position on the Board declared vacant if so recommended by the Chair and confirmed by action of the Board;
 - viii) If a Director is found by the Board to be in breach of Board policy;
 - ix) If, at a Special General Meeting of members, a resolution is passed by a majority of the votes cast in favour of the removal of the Director.
- b) In the event a Director is unable to complete the term of office, the Board, in accordance with PSB policy, shall appoint another Director. If an officer is unable to complete the term of office, an election by the Board will be held to fill the vacancy.

7.5 **Meetings**

- a) The Board shall meet and organize as soon as practicable following the PSB Annual General Meeting to elect the officers of the PSB. It shall meet at least twice in each year at such times and places and, subject to 7.5(b) and (c), using whatever communication methods as the Chair may designate.
- b) The Board of the PSB may meet by teleconference provided that either a majority of the Board consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Board at a meeting of the Board of the PSB.
- c) The Directors of the PSB may meet by other electronic means that permits each Director to communicate adequately with each other, provided that the Board of the PSB has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum, and recording votes, each Director has equal access to the specific means of communications to be used, and each Director has consented in

advance to meeting by electronic means using the specific means of communication proposed for the meeting.

- d) Notice of meetings shall be given to the Board at least two weeks prior to the date of the meeting, provided however that the Board may meet by unanimous consent at any time or place without notice, and provided further that the Chair shall call a meeting of the Board upon receipt of a request for the same from a minimum of three Directors.
- e) No error or omission in giving such notice for a meeting of the Board shall invalidate such meeting, or invalidate or make void any proceedings taken or had at such meeting, and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

7.6 Quorum

At any meeting of the Board, a quorum shall consist of a simple majority of those entitled to be present and vote.

7.7 Resolutions and Voting

Questions arising at any meeting of Directors shall be decided by a majority of votes. All Board members who are in good standing shall be entitled to one vote only. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried or has not carried, and an entry to that effect in the minutes, shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.

7.8 Remuneration

No Director shall receive any remuneration for duties performed on behalf of the PSB unless such remuneration is authorized by resolution at the Annual General Meeting. Approval of the resolution requires the support of two-thirds (2/3) of those voting. Directors may be reimbursed for reasonable expenses while performing such duties.

7.9 Conflict of Interest

Each Director of the Board shall at all times comply with such rules relating to conflict of interest prescribed by the Act and as the Board may from time to time establish.

Each Director of the Board shall be bound to immediately disclose to the Board the existence of any actual or potential conflict of interest in which s/he is involved. The Board Director whose private interest has been determined by the Board to be in conflict with his/her public duty shall not vote on the subject matter, and may be directed by the Board to leave the meeting for the period of time during which the Board is discussing the subject.

7.10 Indemnification

- a) The corporation may indemnify a present or former director or officer of the corporation, or another individual who acts or acted at the corporation's request as a director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the corporation or other entity.

Advance of costs

- b) A corporation may advance money to a director, an officer or other individual for the costs, charges and expenses of a proceeding referred to in subsection (a). The individual shall repay the money if the individual does not fulfill the conditions of subsection (c).

Limitation

- c) A corporation may not indemnify an individual under subsection (a) unless the individual
 - (a) acted honestly and in good faith with a view to the best interests of the corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the corporation's request; and
 - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

Indemnification

- d) A corporation may, with the approval of a court, indemnify an individual referred to in subsection (a), or advance money under subsection (b), in respect of an action by or on behalf of the corporation or other entity to procure a judgment in its favour to which the individual is made a party because of the individual's association with the corporation or other entity as described in subsection (a), against all costs, charges and expenses reasonably incurred by the individual in connection with the action, if the individual fulfills the conditions set out in subsection (c).

Right to indemnity

- e) Despite subsection (a), an individual referred to in that subsection is entitled to indemnity from the corporation in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other proceeding to which the individual is subject because of the individual's association with the corporation or other entity as described in that subsection, if the individual seeking indemnity
 - (a) was not judged by the court or other competent authority to have committed any fault or to have omitted to do anything that the individual ought to have done; and
 - (b) fulfills the conditions set out in subsection (c).

Article 8 – Officers

8.1 Number of Officers and Eligibility

There shall be a Chair, Vice-Chair, Secretary-Treasurer and Executive Director, and such other officers as the Board may determine by By-law from time to time. Officers, except the Executive Director, must be Directors of the PSB.

8.2 Duties of Officers

The duties of the officers are prescribed as follows:

- a) Chair

The Chair shall be the chief elected officer of the PSB and shall preside at all meetings of the PSB and of the Board at which he/she is present. The Chair shall see that all By-laws, orders, resolutions, policies and Regulations of the Board are implemented.
- b) Vice-Chair

The Vice-Chair shall generally assist the Chair in his/her duties and perform such other duties and exercise such powers as the Chair or the Board may delegate to them. During the absence, inability or unwillingness to act of the Chair, the Vice-Chair shall perform the duties and exercise the powers of the Chair.
- c) Secretary-Treasurer

As Secretary-Treasurer, ensure that

 - i) Notices, agenda and meetings of the membership and the Board are prepared, circulated and maintained;
 - ii) The seal, register of membership and Articles of Incorporation and by-laws and other records are maintained and kept safely;
 - iii) Funds of the PSB are expended in accordance with the direction and the policies of the Board;
 - iv) Full and accurate accounts of all financial transactions are kept and reports on the financial standing of the PSB are presented to the Board; and
 - v) Other related duties as are required of him/her by the Board are complied with.
- d) Executive Director

The Executive Director is a non-voting officer who shall be responsible for the management of the PSB in accordance with the policies and procedures established by the Board.

8.3 Term of Office

The officers shall remain in office for two years or until their successors shall be elected or appointed, with the exception of the Executive Director whose term, by resolution of the Board, shall be subject to terms and conditions of a contract. In no event shall an elected officer remain in the same office for more than two consecutive terms, and if the elected officer ceases to be a member in good standing of a member in good standing of PSB, he/she shall be deemed to have resigned.

8.4 Nomination and Election Procedure

- a) At the Board meeting immediately following the Annual General Meeting, the Board shall hold an election for vacant officer positions on the Board.
- b) Each officer position shall be elected by a majority vote of the Directors.

8.5 Vacancies

- a) In the absence or incapacity of an officer or more than one officer, the responsibility for the performance of such officer's duties and powers shall pass in succession from the Chair to the Vice-Chair, and to the Secretary-Treasurer respectively.
- b) Vacancies in any elected office shall be filled by election by the Board from amongst its members for the balance of the term thereof or until the next regular election of officers.

8.6 Removal of Officers

An officer, by resolution of at least two-thirds (2/3) of the Board, may be removed before the expiration of his/her term for cause.

8.7 Remuneration

The Executive Director as an appointed officer shall be paid such remuneration for his/her services as the Board may from time to time determine. No elected officer shall receive any remuneration for duties performed on behalf of the PSB unless such remuneration is authorized by resolution at the Annual General Meeting. Approval of the resolution requires the support of two-thirds (2/3) of those voting. Officers may be reimbursed for reasonable expenses while performing such duties.

Article 9 – Committees

9.1 Type, Constitution and Remuneration

- a) The Committees of the Board shall be standing or special. The Board shall appoint standing Committee members annually as required and special Committee members, when such Committees are constituted.
- b) Standing Committee members shall serve until discharged or until their successors shall be appointed. The term of office of any special Committee member shall be determined by the Board.
- c) The membership and duties of such Committees shall be as specified from time to time by the Board.
- d) No member of a standing or special Committee shall receive remuneration for duties performed on behalf of the PSB, but may be reimbursed for reasonable expenses incurred while performing such duties with the approval of the Board.

Article 10 – Annual and Special General Meetings

10.1 Annual Meeting

The Annual General Meeting of the PSB shall be held within one hundred and eighty (180) calendar days of the end of each fiscal year of the PSB, at such time and place as may be designated by the Board.

10.2 Special General Meetings

Special General Meetings of the PSB may be held upon the call of the Board at such times and places as it may designate. The Chair shall call a special general meeting upon the written request of at least one member within twenty-one (21) days after the filing of such a request with the Executive Director.

10.3 **Notice**

Notice of the place and date of, and business to be transacted at, any Annual or Special General Meeting of the members shall be delivered to the members, in the case of delivery by regular mail, courier or personal delivery, not more than sixty (60) days and not less than twenty-one (21) days or, in the case of electronic delivery, not less than thirty-five (35) days and not less than twenty-one (21) days, prior to the date of the meeting. Only business contained in the notice may be transacted at such meeting.

10.4 **Quorum**

A quorum for the transaction of business at any Annual or Special General Meeting of the members shall consist of a majority of the Members.

10.5 **Order of Business**

The usual order of business determined by parliamentary procedure shall govern the conduct of all meetings. In matters not governed by By-laws and Regulations of the PSB, procedure shall be in accordance with Robert's Rules of Order.

10.6 **Voting**

- a) Each voting member of the PSB shall have one vote at meetings. No member shall be entitled to attend or vote at meetings of the PSB unless that member has paid all membership dues or fees, if any, then payable.
- b) Unless otherwise specifically provided in the Act, the Regulations under the Act, or these By-laws, a majority of members present shall be competent to do and perform all acts which are or shall be directed to be done at any such meeting. In the event of a tie, the motion shall be lost.
- c) A member who is unable to participate in person in a given Annual or Special General Meeting may participate by electronic means provided that such means permit all participants to communicate adequately with each other, or may appoint a proxy in his/her stead. A form of proxy appointing such proxy shall conform to the requirements of the Act and the Regulations under the Act and shall be valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment.

10.7 **Public Accountant**

The members shall, at each Annual General Meeting, appoint a public accountant to review the accounts and annual financial statements of the PSB for report to the members at the next Annual General Meeting. The public accountant shall hold office until the next Annual General Meeting provided that the Directors may fill any casual vacancy in the office of the public accountant. The remuneration of the public accountant shall be fixed by the Board.

Article 11 – Dissolution

- 11.1 Upon the dissolution of the PSB and after the payment of all debts and liabilities, the remaining property of the PSB shall be distributed or disposed to a charitable planning foundation in Canada. In the case of a merger with another not-for-profit organization the remaining property shall be transferred to the merged organization.

Article 12 – Amendments

- 12.1 The By-laws of the PSB may be repealed or amended by a majority of the Board at a meeting of the Board and sanctioned by an affirmative vote of a majority of the voting members in present in person or by proxy at an Annual or Special General meeting duly called for the purpose of considering the repeal or amendment of the By-laws, unless the Act requires a greater proportion.