



LICENSED PROFESSIONAL PLANNERS ASSOCIATION OF NOVA SCOTIA

BY-LAW No.1

DRAFT FOR DISCUSSION

July 12, 2022

INTERPRETATION	5
Name	5
Definitions	5
Headings	5
Interpretation	5
GENERAL	6
Operations	6
Head Office	6
Non-Discrimination	6
MEMBERSHIP	6
Classes of Membership	6
Membership Titles	6
Registration Criteria	6
Application of a Professional Planner in Another Jurisdiction	7
Registration Process	7
Appeal of an Application Decision	7
Cessation of Membership	8
Licensed Professional Planner Member’s Rights, Privileges, and Responsibilities	8
Candidate Member’s Rights, Privileges, and Responsibilities	8
All Members’ Responsibilities	8
Continuous Professional Learning	9
Non-Practicing Status	9
ASSOCIATES	10
Definition of Associates	10
Rights and Responsibilities of Associates	10
Associate Application Process	10
THE BOARD OF DIRECTORS	10
Powers of the Board	10
Composition of the Board	10
Terms of Office	12
LPPANS By-Law No.1	
DRAFT	
	2

Indemnification	12
Conflict of Interest	12
Payment of Expenses	12
Elections: Nomination and Voting Procedures	12
Meetings of the Board	13
Quorum	13
Procedure and Voting	13
Voting by Electronic Means	14
REGISTRAR	14
Duties and Responsibilities	14
COMMITTEES	14
Committee Formation	14
Standing Committees	14
Discipline	15
Code of Professional Conduct and Code of Ethics	15
Disciplinary Process	15
ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS	15
Meeting Procedures	15
Annual General Meeting	15
Special Meetings of the Members	16
Attendance by Electronic Means	16
Voting Procedures	17
Voting by Electronic Means	17
FINANCIAL ADMINISTRATION	17
Signing Authority	17
Fiscal Year	18
Banking	18
Dues and Fees	18
AMENDMENT OF BY-LAW	18
By-Law Amendment Procedures	18
LPPANS By-Law No.1	
DRAFT	3

Supersession of By-Law	19
EFFECTIVE DATE	19

Under the *Professional Planners Act*, the Association makes the following by-law relating generally to the conduct of the affairs of the Licensed Professional Planners Association of Nova Scotia and subject to and consistent with the *Professional Planners Act*.

1 INTERPRETATION

1.1 Name

The Licensed Professional Planners Association of Nova Scotia

1.2 Definitions

- a) "Act" means the *Professional Planners Act*;
- b) "Association" means the Licensed Professional Planners Association of Nova Scotia;
- c) "Institute" means the Atlantic Planners Institute;
- d) "Board" means the Board of Directors;;
- e) "Director" means a member of the Board;
- f) "Continuous Professional Learning" or "CPL" means the specific activities in which members actively engage to further their knowledge, understanding, skills and abilities relevant to the theory, methods, and practice of planning;
- g) "In good standing" means any member in any category who has paid all dues, levies and other assessments owing within a period of time established by the Board of Directors and who is current with ongoing requirements of membership, if any, and who is not suspended;
- h) "Licence" means a Professional Planners Licence;
- i) "Licensed Member" means a Licensed Professional Planner Member, Candidate Member, or any other class of licenced membership that may be prescribed in this by-law;
- j) "Licensed Professional Planner" or ("LPP") means a person who holds a licence to carry on the practice of professional planning;
- k) "Member" means a Licensed Professional Planner Member, Candidate Member, or any other class of licensed membership that may be prescribed in this by-law;
- l) "Registry" means the Membership Registry of Licensed Professional Planners;
- m) "Professional Standards Board" means the Professional Standards Board for the Profession of Planning in Canada;
- n) "PTIA" means a Canadian Provincial, Regional or Territorial Institute or Association that regulates the planning profession provincially or regionally.

1.3 Headings

All marginal headings and sector headings are for ease of reference only and shall not affect the interpretation of this by-law.

1.4 Interpretation

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

2 GENERAL

2.1 Operations

The operations of the Association are to be carried out in the Province of Nova Scotia.

2.2 Head Office

The head office of the Association shall be determined by the Board of Directors by resolution.

2.3 Non-Discrimination

LPPANS upholds equal opportunity and non-discrimination policies by which discrimination on the grounds of age, race, creed, colour, ethnic, national or aboriginal origin, religion, sex, sexual orientation, marital status, family relationship, physical disability, mental disability, source of income, irrational fear of contracting an illness or disease, association with protected groups or individuals, political belief, affiliation or activity, gender identity or gender expression is prohibited by or with the Association.

3 MEMBERSHIP

3.1 Classes of Membership

The Association shall have the following classes of licensed members:

- a) **Licensed Professional Planner Member:** a member who has satisfied the Association's requirements for admission and who has been admitted by the Board as a Licensed Professional Planner ("LPP") and who maintains such membership in good standing pursuant to the requirements of this by-law and policies as set out by the Board.
- b) **Candidate Member:** A member who meets the board's eligibility criteria for becoming a Licensed Professional Planner, but who has not as of yet obtained Licensed Professional Planner member status and who maintains such membership in good standing pursuant to the requirements of this by-law and policies as set out by the Board.

3.2 Membership Titles

- a) The only title recognized by the Association is "Licensed Professional Planner" and its shortened version "LPP".
- b) Only those who have been admitted as a Licensed Professional Planner Member and maintains their license in good standing may use the title referred to in 3.2 a).

3.3 Registration Criteria

- a) Registration as a Licensed Professional Planner will be granted by the Board to those Candidate Members in good standing who have successfully completed the listed requirements as set out by the Association and detailed in policy, including:
 - i. the post-secondary educational and practice experience requirements as set out in policy by the Board;
 - ii. a minimum one year of mentorship;
 - iii. the Ethics course, including successfully passing the exam;
 - iv. the prescribed period of Sponsorship;
 - v. passing the Professional Exam; and
 - vi. payment of applicable application and testing fees as set out by the Board in policy.

- b) Registration as a Candidate Member to become a Licensed Professional Planner Member will be granted by the Board to those individuals who have met the requirements as set out by the Association:
 - i. the post-secondary educational and practice experience requirements as set out in policy by the Board; and
 - ii. payment of applicable application fees as set out by the Board and any third-party assessment process as approved by the Board. .

3.4 Application of a Professional Planner in Another Jurisdiction

- a) Professional planners who intend to practice in Nova Scotia, including any Candidate Member or Registered Professional Planner (RPP) from another Canadian province, or from another jurisdiction with which there is a reciprocity agreement, must apply to the Association to be registered as a member.
- b) Any Registered Professional Planner (RPP) or Candidate Member from another Canadian province or territory who is registered in Nova Scotia may retain their membership in any other jurisdiction.
- c) Application for membership shall be made to the Registrar on the forms prescribed by the Board and shall be accompanied by fees established by the Board through policy. The Board will review the application, and the Registrar will inform the applicant in writing of the Board decision.
- d) A Candidate or Registered Professional Planner registered and in good standing with another Canadian jurisdiction, or another jurisdiction with which there is a reciprocity agreement, who has paid the applicable membership fees may upon application be registered as a Candidate Member or Licensed Professional Planner Member with the Association.

3.5 Registration Process

- a) Any person who wishes to be a member must complete and forward an application form, in a form prescribed by the Board, to the Registrar with the required fee and documentation as defined by the Board.
- b) An application for membership shall be reviewed by the Registrar and the Board. The Board may engage a third party to assess an application against the listed requirements for licensing.
- c) The Board will review the application and inform the applicant in writing of its decision.
- d) The application process shall be undertaken in a timely manner and should not exceed two months from the date of receipt of a completed application until the applicant receives notification of the decision of the Board.
- e) When the Board approves an application for licensing, the Registrar shall issue a licence upon receipt of any dues owed.

3.6 Appeal of an Application Decision

- a) An applicant may appeal a decision of the Board to refuse registration as a member within 14 days of receipt of the Board's decision. Such appeal shall be made in the manner and form as identified in the policies approved by the Board.
- b) An appeal shall be reviewed by an *ad hoc* Appeal Committee established for this purpose and composed of three (3) Licensed Professional Planner Members in good standing. This Appeal Committee shall be established within 14 days of receipt of the appeal.

- c) The Appeal Committee shall review the appeal and make a recommendation to the Board within 21 days of establishment of the Committee.
- d) The Board shall consider the recommendation of the Appeal Committee and make a final decision no later than 60 days from when the appeal was initially received.
- e) Pursuant to the *Act*, applicants who are refused admission by the Board may follow the appeal process outlined in Section 24(2) of the Act.

3.7 Cessation of Membership

- a) An individual shall cease being a “Member” by providing written notice to the Registrar.
- b) A Licensed Professional Planner Member who has provided notice to the Registrar that they wish to cease their membership, may, upon application, apply for reinstatement as a Licensed Professional Planner Member within two (2) years pursuant to the policies established by the Board.
- c) A member may also be deemed to cease being a member by default in membership dues or licensing fees payment, default in maintenance of continuous professional learning requirements or by resolution of the Board.
- d) A licence is not transferable and terminates with the cessation of membership or death of the member.

3.8 Licensed Professional Planner Member’s Rights, Privileges, and Responsibilities

Licensed Professional Planner Members:

- a) may attend meetings
- b) may vote on any matter except those where a conflict of interest has been declared by the member
- c) may be a committee member
- d) may serve on the Board of Directors;
- e) may use the designation “Licensed Professional Planner” or “LPP”;
- f) shall receive from the Registrar a licence certificate;
- g) shall receive from the Registrar the approved seal of the Association, upon making a written request for and paying the required fee, the impression of which shall contain the name of the member, their licence number and the words “Licensed Professional Planner” and any other content as determined by the Board; and
- h) upon cessation of membership, must relinquish their seal and licence certificate forthwith back to the Registrar.

3.9 Candidate Member’s Rights, Privileges, and Responsibilities

Candidate Members:

- a) may attend meetings
- b) may vote on any matter except those where a conflict of interest has been declared
- c) may be a committee member with the exception of the Discipline Committee or the Practice Committee.

3.10 All Members’ Responsibilities

All Members:

- a) must pay membership dues to the Association;
- b) must adhere to the provisions of this by-law and the intent of the Act;
- c) must provide to the Registrar all changes in contact information as soon as possible;
- d) must do their utmost to ensure that they and all members follow the Code of Professional Conduct and Code of Ethics adopted by the Board and consistent with national standards for the profession;
- e) must maintain professional liability insurance; and
- f) must abide by continuous professional learning requirements as set out under this by-law and under the policies set out by the Board.

3.11 Continuous Professional Learning

The Board shall establish, pursuant to national standards for the planning profession, the Continuous Professional Learning rules, policies, and procedures including those for the reporting and monitoring of Continuous Professional Learning and acceptable types of Continuous Professional Learning activities.

3.12 Non-Practicing Status

A Candidate or Licensed Professional Planner Member in good standing who temporarily ceases all active involvement in the practice of planning for an extended period of time may apply in writing for non-practicing status, a temporary leave from active membership. The application for non-practicing status is made to the Registrar subject to the following:

- i. The reasons for such application for leave shall be provided in writing;
- ii. The Registrar shall consider and approve any application for a request for temporary leave from active membership to non-practicing status subject to any rules, policies, procedures, or conditions established by the Board;
- iii. The period of leave shall not normally be less than six months nor exceed 12 months;
- iv. The period of leave may be extended for an additional 12 months upon application to the Registrar following the initial period of leave;
- v. The member shall temporarily forfeit the right to use any professional title and/or any designation of the Association for the duration of any period of leave;
- vi. For a Candidate Member time spent on non-practicing status does not count towards the seven-year time limit of Candidate membership status;
- vii. The member shall be required to complete Continuous Professional Learning credits on a pro-rated basis during their request for a temporary suspension;
- viii. The member shall be required to pay any membership fees set by the Board for members on non-practicing status;
- ix. The duration of and dates for any period of leave shall be specified in writing at the time of application for such leave; and
- x. Notwithstanding the duration and dates for any approved period of leave, the member's eligibility for leave from active membership shall automatically cease upon the return to active involvement in the practice of planning and such a member shall immediately notify the Registrar in writing of such return to practice.

4 ASSOCIATES

4.1 Definition of Associates

In furthering its objectives as set out in the Act, the Association may establish Associates who shall not be members of the Association, but who shall be interested in furthering the profession. The Board may assess annual fees for each of these categories of associates.

- i. **Pre-Candidate:** An individual not currently employed in planning, as defined by the Professional Standards Board for the Profession of Planning in Canada, or is currently employed in planning and does not hold an accredited university degree in planning, as defined by the Professional Standards Board for the Profession of Planning in Canada, and; is not currently otherwise eligible to become a Candidate Member.
- ii. **Student:** An individual who is enrolled in a planning school accredited by the Professional Standards Board for the Profession of Planning in Canada.
- iii. **Subscriber:** An individual who is a non-professional planner, and in the opinion of the Board has demonstrated significant interest in the field of planning.

4.2 Rights and Responsibilities of Associates

- a) Associates are not members of the association, do not receive notice of meetings of members, and have no right to attend or vote on any matter within the Association.
- b) Associates may receive publications of the Association and may take part in activities of the Association.

4.3 Associate Application Process

- a) The Board may establish through policy how individuals may apply to become an associate with the Association.
- b) The Secretary shall maintain, or cause to be maintained, a list of all Associates.

5 THE BOARD OF DIRECTORS

5.1 Powers of the Board

- a) The control and management of the affairs of the Association and the powers of the Association are vested in and may be exercised by the Board of Directors.
- b) The Board may from time to time appoint agents or attorneys for the Association in and out of Nova Scotia with such powers as may be deemed fit.

5.2 Composition of the Board

The Board shall consist of not fewer than seven (7) and not more than eleven (11) Directors including but not limited to the following positions:

- a) the **President**, who:
 - i. if present, shall preside at any annual general meeting or special meeting of the members;
 - ii. if present, shall preside at all Board of Directors meetings;
 - iii. shall be a member ex-officio of all committees;
 - iv. shall co-sign financial transactions;
 - v. shall sign all contracts, instruments and other documents requiring the President's signature;and

- vi. shall exercise such other power and duties as may be assigned from time to time by the Board of Directors.

- b) the **Vice-President**, who:
 - i. shall exercise the powers, perform the duties and assume the responsibilities of the President in the case of the President's absence or disability and if the Vice-President acts as such, the absence or disability of the President shall be presumed;
 - ii. shall sign all contracts, instruments and other documents requiring the Vice-President's signature and assume such powers or duties as assigned from time to time by the Board of Directors.

- c) the **Secretary**, who:
 - i. shall attend all Board and general membership meetings and shall keep, or cause to be kept, minutes of the proceedings;
 - ii. shall ensure the proper maintenance and storage of all books, papers, records, documents and other instruments belonging to the Association;
 - iii. shall sign all documents together with the President or other Board members that require the Secretary's signature;
 - iv. shall develop, or cause to be developed, forms such as, but not limited to, an application for licence and prescribe the usage of forms as deemed necessary by the Board;
 - v. shall ensure that notice is provided to the membership for all members meetings as provided for in this by-law;
 - vi. shall ensure members are provided with appropriately completed licence certificates;
 - vii. shall oversee the processing of requests and fees from members for Association seals; and
 - viii. shall perform such other duties as prescribed by the Board from time to time.

- d) the **Treasurer** who:
 - i. shall keep, or cause to be kept, proper accounting records
 - ii. shall deposit, or cause to be deposited, all monies received by the Association to the corporate account or as directed by the Board
 - iii. shall supervise the safekeeping of all securities
 - iv. shall supervise the disbursement of the funds of the Association
 - v. shall provide, whenever required by the Board, an account of all transactions as Treasurer and of the Association
 - vi. shall sign or co-sign documents that requires the signature of the Treasurer
 - vii. shall prepare or cause to be prepared the annual financial statement
 - viii. shall perform all duties incident to the office of the Treasurer and such other duties as may be required by the Board;

- e) the immediate **Past President** of the Association, who:
 - i. shall preside at meetings in the President's and Vice-President's absence
 - ii. shall perform election duties as set out in this by-law
 - iii. shall perform such other duties as prescribed by the Board from time to time;

- f) one person, who is not a member, **appointed by the Governor in Council** as identified in the Act; and

- g) any other member as determined by the Board.

5.3 Terms of Office

- a) Directors elected to the Board shall assume their position immediately following the Annual General Meeting. The term of office for all Board Directors elected to the Board is two years. A Director, other than the Past President or President, may stand for re-election for a second consecutive term. A Director having served two consecutive terms on the Board may be re-elected to the Board after a one-year period of absence.
- b) The President may serve only one two-year term in the role of President and shall serve a second consecutive term in the role of Past President.
- c) Pursuant to the Act, the term of office for the Director appointed to the Board of Directors by the Governor in Council shall be three years from the date of appointment by the Governor-in-Council and may be re-appointed.
- d) A Director of the Board holds office until the Director is re-elected or reappointed or until the Director's successor is elected or appointed even if the Director's term of office expires.
- e) In the event that a vacancy occurs, the Board may appoint a member of the Association to serve in the vacated position until the term for the position expires.
- f) Should any Director of the Board be absent without leave from the President for three (3) consecutive meetings of the Board, they shall be considered to have vacated the position.

5.4 Indemnification

Every Director or Officer of the Association and their heirs, executors, administrators and other legal representatives shall from time to time and at all times be indemnified and saved harmless from and against any liability and all costs, charges and expenses whatsoever that they incur or sustain in respect of any action, suit or proceeding, against the person for, or in respect of any act, deed, matter, or thing made, done or permitted by the person in respect of the execution of the duties of the office held, and all other costs, charges and expenses that the person sustains or incurs, in, about, or in relation to the affairs of the Association except such costs, charges or expenses as are occasioned by the person's own willful neglect or default.

5.5 Conflict of Interest

Any Director who has, directly or indirectly, any interest in any contract or transaction to which the Association is or is to be a party, shall declare their interest in such a contract or transaction at a Board or General meeting, and shall at that time disclose the nature and extent of such interest including any contract or transaction involving the purchase or sale of assets by or to the Association, and the extent to which such information is within their control.

5.6 Payment of Expenses

Members of the Board of Directors may be reimbursed upon receipt of an expense claim for bona fide out of pocket expenses incurred while performing duties as members of the Board.

5.7 Elections: Nomination and Voting Procedures

- a) Nominations for the Board shall be made in writing in the way and manner as defined by the Board and must be received by the Registrar no less than 28 days prior to the date set for the AGM, and the Registrar shall ensure consent to the nomination has been received.

- b) Notice of the nominations, together with a ballot for each contested position on the Board, shall be sent by e-mail by the Registrar, to the email on file with the Registrar, to each member not less than 21 days before the AGM.
- c) Ballots shall clearly indicate the voting deadline.
- d) The ballots shall be counted by the Registrar in the presence of one other licensed member, and the results of the vote shall be recorded in the minutes of the AGM and made public at the AGM by the President or their designate.
- e) All votes shall be decided by a simple majority vote except in the event of a tie vote, the President shall cast one additional vote to break the tie.

5.8 Meetings of the Board

- a) The Board will meet at the call of the President at least four times annually. The President shall cause notice to be provided to all Directors of the Board either by mail or electronic means of the time and place of the meeting of the Board. Unless notice is waived by all members of the Board, at least 5 days notice shall be required to call a meeting of the Board.
- b) Board members may attend and participate in meetings by phone or other electronic or communications facility that permits all participants to communicate adequately with each other and participate fully in the meeting discussions and decision-making. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose. The result of this vote shall be as binding as if the vote had been decided in a regular Board meeting and duly recorded.
- c) The accidental omission of notice or non-receipt of any notice by an intended recipient or any inadvertent error not affecting the substance of the notice shall not invalidate any meeting or make void any act or proceedings taken thereat.

5.9 Quorum

- a) Quorum at a Board Meeting shall be 50% of the current voting members of the Board.
- b) If a quorum is not present within thirty (30) minutes of the time for which a meeting was called, the meeting shall be dissolved. The presiding officer shall adjourn for not more than thirty (30) days, and the then convened meeting shall be binding on the Association providing there are at least five (5) voting members present in person. Notice of any adjourned and reconvened meeting shall be given to the membership by mail or E-mail.

5.10 Procedure and Voting

- a) Generally accepted parliamentary procedure shall be used at all board meetings. The most current edition of Robert's Rules of Order shall be the model for conduct, and the reference, on questions of order.
- b) All votes shall be decided by a simple majority vote except in the event of a tie vote, the President, or presiding member, shall cast one additional vote to break the tie.
- c) The chair may, with consent of the voting members present at any meeting and subject to such conditions as may be decided at the meeting, adjourn the meeting from time to time, and from place to place or extend the ending time of the meeting from what was indicated in the notice.

5.11 Voting by Electronic Means

Electronic votes may occur between Board meetings with the following provisions:

- i. No more than one motion will be submitted at any time to the Board for an electronic vote.
- ii. The motion put to an electronic vote must not be contentious and must not be on a matter which requires extensive Board discussion.
- iii. Any motion put to an electronic vote must have all relevant background material attached so Board members can make an informed decision.
- iv. Board members be given three (3) days to review the motion and vote in an electronic vote. Voting may end early if all have cast their vote before the end of the voting period.
- v. Board voting on any matter shall not proceed if any Board member objects to such method of voting on any issue.

6 REGISTRAR

6.1 Duties and Responsibilities

The Registrar, who shall be a Licensed Professional Planner in good standing, shall be appointed by the Board for a two-year term and may be re-appointed for a second two-year term. The Registrar shall:

- a) enter, or cause to be entered, in the Register the name of each licensed professional planner and maintain the Register;
- b) prepare an annual list of licensed professional planners;
- c) attend every meeting of the Board as a non-voting member and advisor to the Board, unless directed by the Board not to attend;
- d) supervise and administer the nomination of candidates for election to the Board;
- e) report to the Board on all matters concerning licensing; and
- f) perform such other functions and carry out such other duties as prescribed by the Act, by-laws of the Association or the Board.

7 COMMITTEES

7.1 Committee Formation

- a) The Board shall establish annually or as required from time to time such committees as required but the functions of such committees shall be advisory only.
- b) All committees shall report and be responsible to the Board.
- c) The Board shall determine such items as the composition, term of office, authority, duties and responsibilities of all committees as required in accordance with the Act.
- d) All committees shall keep detailed records of any proceedings at committee meetings or elsewhere and all actions shall be reported to the Board in writing within a time frame identified by the Board.
- e) Unless otherwise specified by the Board, each committee shall have the power to fix its own quorum and to regulate its proceedings.

7.2 Standing Committees

- a) The Board may appoint members to the following Standing Committees in accordance with the Act:

- i. Discipline Committee-composed of at least three (3) licensed professional planners and one lay-person.
 - ii. Practice Committee- composed of at least three (3) licensed professional planners.
- b) The Discipline and Practice Committees shall abide by the requirements outlined in the Act.

8 DISCIPLINE

8.1 Code of Professional Conduct and Code of Ethics

All members are to abide by the Code of Ethics and Code of Professional Conduct. A violation of the Code of Ethics or Code of Professional Conduct will be dealt according to the disciplinary process outlined in the Act and in this by-law.

8.2 Disciplinary Process

- a) Any person who is of the opinion that a member of the Association has acted in an unprofessional manner or was incompetent in carrying on the practice of professional planning may submit a complaint in writing to the Registrar.
- b) The Registrar shall refer the complaint to the Discipline Committee.
- c) The Discipline Committee will investigate the complaint, prepare a report, and make a recommendation to the board within six months of the complaint being filed.
- d) The Discipline Committee may recommend a formal hearing be held with respect to a complaint or the member of the Association against whom the complaint was made may request a formal hearing.
- e) The ultimate disciplinary decision will be made by the Board
- f) Appeals of the Board's decision may be made within 30 days to the Nova Scotia Court of Appeal by a member who has been subject to disciplinary sanctions.

9 ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS

9.1 Meeting Procedures

Generally accepted parliamentary procedure shall be used at all general membership meetings. The most current edition of Robert's Rules of Order shall be the model for conduct, and the reference, on questions of order.

9.2 Annual General Meeting

- a) The Annual General Meeting (or AGM) of the Association shall be convened once during each calendar year within 15 months of the preceding meeting.
- b) Notice of the date, time and location of the AGM, together with the agenda and an election ballot, shall be mailed, or E-mailed to the address on file with the Registrar to each member of the Association not less than 21 days prior to the date of the meeting.
- c) Quorum at the AGM shall be a minimum of twelve (12) members in good standing or ten percent (10%) of the membership, whichever is less.
- d) In the case of an AGM, if a quorum is not present within thirty (30) minutes of the time for which a meeting was called, the meeting shall be dissolved. The presiding officer shall adjourn for not

more than thirty (30) days, and the then convened meeting shall be binding on the Association providing there are at least five (5) voting members present. Notice of any adjourned and reconvened meeting shall be given to the membership by mail or E-mail.

- e) The accidental omission of notice or non-receipt of any notice by an intended recipient or any inadvertent error not affecting the substance of the notice shall not invalidate any meeting or make void any act or proceedings taken thereat.
- f) The chair may, with consent of the voting members present at any general meeting and subject to such conditions as may be decided at the meeting, adjourn the meeting from time to time, and from place to place or extend the ending time of the meeting from what was indicated in the notice.

9.3 Special Meetings of the Members

- a) The President may call a special meeting of the Association, if requested in writing, by at least four (4) licensed members of the Association.
- b) The President may call a Special Meeting of the Association by resolution of the Board.
- c) The Notice of any Special Meeting shall state the nature of business to be considered and only the stated purpose of the meeting shall be dealt with.
- d) Notice of the date, time and location of a special meeting, together with an agenda, shall be mailed or e-mailed to the address on file with the Registrar to each member of the Association not less than 14 days prior to the date of the meeting.
- e) The accidental omission of notice or non-receipt of any notice by an intended recipient or any inadvertent error not affecting the substance of the notice shall not invalidate any meeting or make void any act or proceedings taken thereat.
- f) Quorum at a Special Meeting shall be six (6) members in good standing including a majority of the four (4) licensed members that requested the meeting.
- g) If a quorum is not present within thirty (30) minutes of the time for which a meeting was called, the meeting shall be dissolved. The presiding officer shall adjourn for not more than thirty (30) days, and the then convened meeting shall be binding on the Association providing there are at least five (5) voting members present in person. Notice of any adjourned and reconvened meeting shall be given to the membership by mail or E-mail.
- h) The chair may, with consent of the voting members present at any general meeting and subject to such conditions as may be decided at the meeting, adjourn the meeting from time to time, and from place to place or extend the ending time of the meeting from what was indicated in the notice.

9.4 Attendance by Electronic Means

Members may attend and participate in meetings of the members of the Association by phone or other electronic or communications facility that permits all participants to communicate adequately with each other and participate fully in the meeting discussions and decision-making. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose. The result of this vote shall be as binding as if the vote had been decided in a regular general meeting and duly recorded.

9.5 Voting Procedures

- a) Each Licensed Professional Planner Member or Candidate Member is entitled to one vote at any meeting of the Association.
- b) The vote on any question shall be determined by a show of hands unless a recorded ballot is requested by the majority of those voting.
- c) In the case of a recorded ballot, the Secretary shall issue the ballots, oversee the vote count and declare the results.
- d) All questions shall be decided by a simple majority except, in the event of a tie, the Presiding Chair shall cast one additional vote.
- e) If a vote is carried by a show of hands on any question, a declaration by the chair that a resolution has been carried or not carried, and an entry to that effect into the minutes of the Association shall constitute prima facie proof of the fact without proof of the number or proportion of the votes either way.

9.6 Voting by Electronic Means

- a) A question which requires a vote by all members may be decided by voting by electronic means.
- b) Notice of the question(s), together with a ballot for each question, and notice of the final date for the vote shall be sent to each member of the Association not less than 21 days before the date at which the vote is to be counted.
- c) Electronic ballots in the manner as prescribed by the Board shall be accepted by the Secretary, until the time and date specified on the ballot.
- d) The Secretary shall record the votes and notify the membership of the decision on the question at the next meeting of the Association or, should the Board resolve to do so, by electronic means.
- e) All votes shall be decided by a simple majority vote except in the event of a tie vote, the President shall cast one additional vote to break the tie.
- f) The accidental omission of notice or non-receipt of any notice by an intended recipient or any inadvertent error not affecting the substance of the notice shall not invalidate any meeting or make void any act or proceedings taken thereat.

10 FINANCIAL ADMINISTRATION

10.1 Signing Authority

- a) Immediately following each annual general meeting of the Association, the Board of Directors shall meet to appoint, by majority vote, three or more members of the Board to serve as signing officers.
- b) The Board may attach any terms and conditions to the appointed signing officers that the Association determines appropriate.
- c) All transactions conducted in the name of the Association shall require the signature of one or more signing officers as per any policies established by the Board.
- d) The Board shall have the power, by resolution, to appoint an officer to sign written contracts, documents or instruments for the Association.
- e) The signature of any notice to be given by the Association may be written, stamped, typewritten or printed.

- f) Any document authorized to be signed by a Director of the Association in relation to Association business so signed shall be binding on the Association without any further authorization or formality.

10.2 Fiscal Year

The fiscal year of the Association shall be from the 1st day of January to the 31st day of December each year.

10.3 Banking

The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Nova Scotia or elsewhere in Canada as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Association and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

10.4 Dues and Fees

- a) The Board may set a fee for any special Association activity.
- b) The Board shall determine and fix from time to time by majority resolution any annual dues or licensing fees payable by all members and shall also determine the manner in which they may be paid, and the payments, terms or dates required.
- c) Members have sixty (60) days from the date of notification of fees owing to pay those fees.
- d) At the expiration of that sixty (60) day period a member will be considered suspended from membership for a period of up to sixty (60) days or until membership or licensing fees are paid, whichever comes first.
- e) Members are in default if membership or licensing fees are not received prior to the end of this suspension period.
- f) The Board may deem members in default as ceasing to be members of the Association and may request the return of their licence certificate and seal; however, any members so deemed to have ceased being a member may, on payment of all unpaid fees, be reinstated upon Board approval.

11 AMENDMENT OF BY-LAW

11.1 By-Law Amendment Procedures

- a) The Board or any six voting members, the majority of which shall be Licensed Professional Planners, of the Association may propose to repeal or amend this by-law.
- b) A request to repeal or amend this by-law shall be submitted to the Secretary, in writing, together with an explanation of the purpose of the change.
- c) A request to repeal or amend this by-law shall be tabled at the next meeting of the Board.
- d) The Board shall, with due consideration, recommend either the adoption, modification or rejection of the by-law change as proposed.
- e) A by-law Amendment shall be ratified by the Association membership through a ballot by mail or E-mail, in accordance with Questions: Voting, as described in Section [8.6](#) in this by-law.
- f) A by-law Amendment which has been ratified by the Association membership comes into effect immediately after the vote has been recorded.

11.2 Supersession of By-Law

Where any provisions of this by-law conflict with any provision of the Act, the Act shall prevail.

12 EFFECTIVE DATE

This by-law shall be effective when ratified by the members of the Association.

CERTIFIED to be By-Law No. 1 of the Licensed Professional Planners Association of Nova Scotia, as ratified by the members of Association by resolution on the ____ day of ____, 2022.

President