



LICENSED PROFESSIONAL PLANNERS' ASSOCIATION OF NOVA SCOTIA
BY-LAW No.1

DRAFT – TO BE APPROVED BY MEMBERSHIP

CONTENTS

- 1 INTERPRETATION..... 5
 - 1.1 Definitions 5
 - 1.2 Headings 6
 - 1.3 Interpretation 6
- 2 GENERAL..... 6
 - 2.1 Operations 6
 - 2.2 Head Office 6
 - 2.3 Non-Discrimination..... 6
- 3 MEMBERSHIP..... 6
 - 3.1 Classes of Membership..... 6
 - 3.2 Membership Time Limits:..... 7
 - 3.3 Use of Designation Titles 7
 - 3.4 Registration Criteria..... 7
 - 3.5 Registration of a Professional Planner in Another Jurisdiction 7
 - 3.6 Registration Process 8
 - 3.7 Appeal of an Application Decision..... 8
 - 3.8 Cessation of Membership..... 8
 - 3.9 Members’ Rights, Privileges, and Responsibilities 9
 - 3.10 Continuous Professional Learning 10
 - 3.11 Non-Practicing Status 10
- 4 ASSOCIATES..... 11
 - 4.1 Definition of Associates 11
 - 4.2 Rights and Responsibilities of Associates 11
 - 4.3 Associate Application Process 11
- 5 THE BOARD OF DIRECTORS 11
 - 5.1 Powers of the Board 11
 - 5.2 Composition of the Board 12
 - 5.3 Director Elections 13
 - 5.4 Director Terms of Office 13
 - 5.5 Director Indemnification 14

5.6	Conflict of Interest.....	14
5.7	Payment of Expenses.....	14
5.8	Meetings of the Board.....	14
5.9	Quorum	15
5.10	Board of Directors Procedure and Voting	15
6	REGISTRAR.....	15
6.1	Appointment	15
6.2	Duties and Responsibilities.....	15
7	COMMITTEES.....	16
7.1	Committee Formation	16
7.2	Discipline Committee	16
7.3	Powers and Duties of the Discipline Committee.....	17
7.4	Practice Committee	17
7.5	Ad-Hoc Committees.....	17
8	PROFESSIONAL CONDUCT & DISCIPLINE PROCESS.....	17
8.1	Interpretation and Definitions.....	17
8.2	Unprofessional Conduct	18
8.3	Discipline Committee Panels	19
8.4	Rights and Responsibilities of Respondent	19
8.5	Complaint Submission Process.....	19
8.6	Complaint Investigation Process	20
8.7	Hearing Process	21
8.8	Disposition	22
8.9	Review and Appeal	23
8.10	Incapacity.....	24
8.11	Publication	24
8.12	Register Disclosure	25
8.13	Confidentiality	25
9	FITNESS TO PRACTICE	26
9.1	Fitness to Practice Process	26
9.2	Fitness to Practice Committee.....	26
10	ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS	26

10.1	Meeting Procedures	26
10.2	Annual General Meeting	27
10.3	Special Meetings of the Members.....	27
10.4	Attendance by Electronic Means.....	28
10.5	Voting Procedures	28
11	FINANCIAL ADMINISTRATION	29
11.1	Signing Authority	29
11.2	Fiscal Year	29
11.3	Banking	29
11.4	Dues and Fees.....	29
12	AMENDMENT OF BY-LAW	30
12.1	By-law Amendment Procedures.....	30
12.2	Supersession of By-law	30
13	EFFECTIVE DATE.....	30

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 Definitions

In these By-laws:

- (a) "**Act**" means the *Professional Planners Act*, SNS 2005, c 45 as may be amended;
- (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) "**By-laws**" means the By-laws of the Association.
- (f) "**Chair**" means the Chair of the Discipline Committee or their designate;
- (g) "**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;
- (h) "**Director**" means a person elected or appointed to the Board;
- (i) "**Discipline Committee**" means the Discipline Committee of the Association, and includes a Panel of the Discipline Committee selected by the Chair;
- (j) "**Incapacity**" means the status whereby a Member has or had a medical, physical, mental or emotional condition, disorder or addiction that renders or rendered them unable to practice with competence or that endangers or may have endangered the health or safety of themselves or any other person;
- (k) "**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, who is current with ongoing requirements of membership, if any, and who is not suspended;
- (l) "**Lay Person**" means a person who is not a Member or Associate, does not hold a License, and who has not obtained an accredited university degree in planning;
- (m) "**Licence**" means a license issued by the Registrar pursuant to the Act and subject to the requirements of these By-laws;
- (n) "**Licensed Member**" means a Licensed Professional Planner who is registered as a member of the Association or any other class of licensed membership that may be prescribed in this By-law;
- (o) "**Licensed Professional Planner**" or "**LPP**" means a person who holds a licence to carry on the practice of professional planning;
- (p) "**Member**" means a Licensed Member, Candidate Member, or any other class of membership that may be prescribed in this By-law;
- (q) "**Officer**" or "**Officers**" means any one or more persons, respectively, who have been appointed as officers of the Association, and includes the President, Vice President, and where applicable, the Secretary and Treasurer;
- (r) "**Register**" means the Register of Professional Planners;
- (s) "**Proceeding**" means any step in the discipline process and includes an investigation, a pre-hearing conference, a mediation or other form of alternative dispute resolution, a settlement conference, an informal resolution, and a hearing.
- (t) "**Professional Standards Board**" means the Professional Standards Board for the Profession of Planning in Canada;
- (u) "**PTIA**" means a Canadian Provincial, Regional or Territorial Institute or Association that regulates the planning profession provincially or regionally; and

(v) "**Vice Chair**" means the Vice Chair of the Discipline Committee.

1.2 Headings

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

1.3 Interpretation

1.3.1 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

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

2.2 Head Office

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

2.3 Non-Discrimination

2.3.1 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 Members:

3.1.1 **Licensed Member:** a member who has satisfied the Association's requirements for registration as defined in Section 3.4.1, 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.

3.1.2 **Candidate Member:** A member who meets the Association's registration criteria set out in Section 3.4.2 and who maintains such membership in good standing pursuant to the requirements of this By-law and policies as set out by the Board.

3.1.3 The Board may, from time to time, determine new classes of membership as permitted by Section 7(l)(ii) of the Act.

3.2 Membership Time Limits:

- 3.2.1 There shall be limits upon the time a person may remain a member in a particular class or category of membership as follows:
- (a) A Candidate Member shall, from the time of initial admission to Candidate membership, have a maximum of seven years to complete the requirements for and attain Licensed membership;
 - (b) A Student member shall be eligible to remain a Student member only while they continue to be a full-time post-secondary student enrolled in an accredited planning program and, provided they are not employed in planning, for a period of up to 12 months after they have been granted a university degree in planning from an accredited planning program;
 - (c) A member in any class or category of membership subject to a prescribed time limit who reaches or exceeds such a prescribed time limit and who has not been duly admitted or readmitted to another class or category of membership in the Association shall, after 14 days written notice from the Secretary, forfeit all rights and privileges and be struck from membership in the Association.

3.3 Use of Designation Titles

- 3.3.1 The only designation title recognized by the Association is "Licensed Professional Planner" and its shortened version "LPP".
- 3.3.2 Only those who have been admitted as a Licensed Member and who maintain their license in good standing may use the title referred to in 3.3.1.

3.4 Registration Criteria

- 3.4.1 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:
- (a) the post-secondary educational and practice experience requirements as set out in policy by the Board;
 - (b) a minimum one year of mentorship;
 - (c) the Ethics course, including successfully passing the exam;
 - (d) the prescribed period of Sponsorship;
 - (e) passing the Professional Exam; and vi. payment of applicable application and testing fees as set out by the Board in policy.
- 3.4.2 Registration as a Candidate Member to become a Licensed Member will be granted by the Board to those individuals who have met the requirements as set out by the Association:
- (a) the post-secondary educational and practice experience requirements as set out in policy by the Board; and
 - (b) payment of applicable application fees as set out by the Board and any third-party assessment process as approved by the Board.

3.5 Registration of a Professional Planner in Another Jurisdiction

- 3.5.1 An person intending to engage in the practice of professional planning in Nova Scotia, including any Candidate Member or Registered Professional Planner (RPP) from another Canadian province or other jurisdiction with which there is a reciprocity agreement, must apply to the Association to be registered as a Member.

- 3.5.2 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.
- 3.5.3 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.
- 3.5.4 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 Member with the Association.

3.6 Registration Process

- 3.6.1 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.
- 3.6.2 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.
- 3.6.3 The Board will review the application and inform the applicant in writing of its decision.
- 3.6.4 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.
- 3.6.5 When the Board approves an application for licensing, the Registrar shall issue a licence upon receipt of any dues owed.

3.7 Appeal of an Application Decision

- 3.7.1 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.
- 3.7.2 An appeal shall be reviewed by an *ad hoc* Appeal Committee established for this purpose and composed of three (3) Licensed Members in good standing. This Appeal Committee shall be established within 14 days of receipt of the appeal.
- 3.7.3 The Appeal Committee shall review the appeal and make a recommendation to the Board within 21 days of establishment of the Committee.
- 3.7.4 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.
- 3.7.5 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.

3.8 Cessation of Membership

- 3.8.1 Membership in the Association shall cease upon:

- (a) Resigning in writing;
- (b) Dissolution of the Association by order of law;
- (c) Being struck from membership in the Association due to failure to pay membership fees or other amounts due to the Association pursuant to these By-laws;
- (d) Being struck from membership in the Association due to failure to comply with mandatory requirements for CPL pursuant to these By-laws;
- (e) Being struck from membership in the Association due to the expiration of any time limit(s) imposed upon membership pursuant to these By-laws;
- (f) Being struck from membership in the Association as a result of the disposition of a complaint or allegation of misconduct made against the Member pursuant to these By-laws; or
- (g) Being struck from membership in the Association by resolution of the Board of Directors

3.8.2 A Licensed Member who has provided notice to the Registrar that they wish to resign their membership, may, upon application, apply for reinstatement as a Licensed Member within two (2) years pursuant to the policies established by the Board.

3.8.3 A licence is not transferable and terminates with the cessation of membership or death of the member.

3.9 Members' Rights, Privileges, and Responsibilities

3.9.1 Licensed 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 member of one of the Association's committees;
- (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.

3.9.2 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.

3.9.3 All Members have a duty to:

- (a) Comply with the Act and the By-laws of the Association, which may be amended, and any rules, policies and procedures established by the Board from time to time;
- (b) Pay membership dues to the Association in accordance with these By-laws;
- (c) Maintain current and accurate contact information with the Registrar and update the Registrar of any and all changes in contact information as soon as possible;
- (d) Follow the Code of Professional Conduct and Code of Ethics adopted by the Board and consistent with national standards for the planning profession;

- (e) Cooperate with the discipline process as set out in Part 8 of these By-laws and any process which is determined by the Registrar, Board, or Discipline Committee in accordance with their respective authority pursuant to the Act and these By-laws;
- (f) Provide such information and documents as may be reasonably required by the Registrar, Board, or Discipline Committee to facilitate the operation of these By-laws;
- (g) Maintain professional liability insurance; and
- (h) Abide by continuous professional learning requirements as set out under this By-law and under the policies set out by the Board.

3.10 Continuous Professional Learning

3.10.1 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.

3.11 Non-Practicing Status

3.11.1 A Candidate Member or Licensed Member in good standing who temporarily ceases all active involvement in the practice of planning for a period of six months or more may apply to the Registrar in writing for non-practicing status, a temporary leave from active membership. The application for non-practicing status must include the following:

- (a) The reasons for the application for temporary leave from active membership;
- (b) The duration of and dates for any period of leave, which shall not normally be less than six months nor exceed 12 months, subject to exceptional circumstances;
- (c) If the Member believes there are exceptional circumstances that warrant a shorter or longer leave, the Member must specify the reasons for that belief

3.11.2 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;

3.11.3 The period of leave may be extended for an additional 12 months upon application to the Registrar following the initial period of leave;

3.11.4 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;

3.11.5 For a Candidate Member, any period of time spent under non-practicing status does not count towards the seven-year time limit of Candidate membership status;

3.11.6 The Member shall be required to complete Continuous Professional Learning credits on a pro-rated basis for the period of a calendar year during which they are still practicing.

3.11.7 The member shall be required to pay any membership fees set by the Board for members on non-practicing status, or, in the circumstances where the Member has already paid annual dues, the Member may be entitled to a partial reimbursement following their return to active practice.

3.11.8 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. The Association recognizes the following categories of Associates:

- 4.1.1 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.
- 4.1.2 Student:** An individual who is enrolled in a planning school accredited by the Professional Standards Board for the Profession of Planning in Canada.
- 4.1.3 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

- 4.2.1** 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.
- 4.2.2** Associates may receive publications of the Association and may take part in activities of the Association.

4.3 Associate Application Process

- 4.3.1** The Board may establish through policy how individuals may apply to become an associate with the Association.
- 4.3.2** 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

- 5.1.1** 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, subject to:
 - (a) The Act;
 - (b) The By-laws;
 - (c) Special resolutions of the membership, to the extent such resolutions are not contrary to the Act or the By-laws;
 - (d) All other laws affecting the Association.
- 5.1.2** 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

5.2.1 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
- (b) the Vice-President
- (c) the Secretary
- (d) the Treasurer
- (e) the immediate Past President of the Association
- (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.

5.2.2 The **President** shall:

- (a) if present, preside at any annual general meeting or special meeting of the members;
- (b) if present, preside at all Board of Directors meetings;
- (c) be a member ex-officio of all committees;
- (d) co-sign financial transactions;
- (e) sign all contracts, instruments and other documents requiring the President's signature; and
- (f) exercise such other power and duties as may be assigned from time to time by the Board of Directors.

5.2.3 the Vice-President shall:

- (a) 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;
- (b) 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.

5.2.4 the **Secretary** shall:

- (a) attend all Board and general membership meetings and shall keep, or cause to be kept, minutes of the proceedings;
- (b) ensure the proper maintenance and storage of all books, papers, records, documents and other instruments belonging to the Association;
- (c) sign all documents together with the President or other Board members that require the Secretary's signature;
- (d) 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;
- (e) ensure that notice is provided to the membership for all members meetings as provided for in this By-law;
- (f) ensure members are provided with appropriately completed licence certificates;
- (g) oversee the processing of requests and fees from members for Association seals; and
- (h) perform such other duties as prescribed by the Board from time to time.

5.2.5 the **Treasurer** shall:

- (a) keep, or cause to be kept, proper accounting records
- (b) deposit, or cause to be deposited, all monies received by the Association to the corporate account or as directed by the Board

- (c) supervise the safekeeping of all securities
- (d) supervise the disbursement of the funds of the Association
- (e) provide, whenever required by the Board, an account of all transactions as Treasurer and of the Association
- (f) sign or co-sign documents that requires the signature of the Treasurer
- (g) prepare or cause to be prepared the annual financial statement
- (h) perform all duties incident to the office of the Treasurer and such other duties as may be required by the Board.

5.2.6 the immediate **Past President** shall:

- (a) preside at meetings in the case of both the President's and Vice-President's absence
- (b) perform election duties as set out in this By-law
- (c) perform such other duties as prescribed by the Board from time to time.

5.3 Director Elections

5.3.1 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.

5.3.2 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.

5.3.3 Ballots shall clearly indicate the voting deadline.

5.3.4 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.

5.3.5 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.

5.4 Director Terms of Office

5.4.1 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 (2) years.

5.4.2 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.

5.4.3 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.

5.4.4 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.

5.4.5 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.

- 5.4.6 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.
- 5.4.7 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.

5.5 Director Indemnification

- 5.5.1 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.

5.6 Conflict of Interest

- 5.6.1 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.

5.7 Payment of Expenses

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

5.8 Meetings of the Board

- 5.8.1 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.
- 5.8.2 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.

- 5.8.3 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

- 5.9.1 Quorum at a Board Meeting shall be 50% of the current voting members of the Board.
- 5.9.2 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 email.

5.10 Board of Directors Procedure and Voting

- 5.10.1 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.
- 5.10.2 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.
- 5.10.3 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.
- 5.10.4 Electronic votes may occur between Board meetings with the following provisions:
- (a) No more than one motion will be submitted at any time to the Board for an electronic vote.
 - (b) The motion put to an electronic vote must not be contentious and must not be on a matter which requires extensive Board discussion.
 - (c) Any motion put to an electronic vote must have all relevant background material attached so Board members can make an informed decision.
 - (d) Board members must 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.
 - (e) 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 Appointment

- 6.1.1 The Registrar 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.

6.2 Duties and Responsibilities

- 6.2.1 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.

6.2.2 The Registrar may delegate any functions assigned to the registrar by the Act or the By-laws.

7 COMMITTEES

7.1 Committee Formation

- 7.1.1 The Association shall have at least two standing committees, being the Discipline Committee and the Practice Committee.
- 7.1.2 The Board may establish ad-hoc committees from time to time.
- 7.1.3 All committees of the Association shall report and be responsible to the Board.
- 7.1.4 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.
- 7.1.5 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.
- 7.1.6 Unless otherwise specified by the Board, each committee shall have the power to fix its own quorum and to regulate its proceedings.

7.2 Discipline Committee

- 7.2.1 There shall be a Discipline Committee, as established by the Board pursuant to Section 18 of the Act.
- 7.2.2 The Board shall, by resolution, establish the Discipline Committee's terms of reference, which may include rules, policies and procedures for the Discipline Committee and the conduct of its activities and responsibilities pursuant to these By-laws.
- 7.2.3 The Discipline Committee shall consist of the following representatives appointed by the Board:
 - (a) a minimum of four (4) Licensed Members in good standing, a majority which have been licensed for a minimum of three (3) years; and
 - (b) a minimum of two (2) public representatives.
- 7.2.4 No member of the Discipline Committee may be a current Director or Officer of the Association. Former Directors may sit on the Discipline Committee after at least two (2) years have passed from the end of their most recent term, and may not sit on a Panel in relation to any matter that was active at the time when they were a Director.

- 7.2.5 The Board shall appoint a Chair and a Vice Chair of the Discipline Committee.
- 7.2.6 Any proceeding relative to a complaint shall be held before a minimum of three (3) members of the Discipline Committee.

7.3 Powers and Duties of the Discipline Committee

- 7.3.1 The Discipline Committee shall review and, where necessary, investigate all complaints made pursuant to Sections 19 and 27 of the Act.
- 7.3.2 The Discipline Committee shall abide at all times by its Terms of Reference, as established by the Board.
- 7.3.3 The Discipline Committee is responsible for conducting its investigations in a fair and impartial manner, in accordance with the Act, the By-laws, and the Terms of Reference.
- 7.3.4 In determining its recommendation at the end of an investigation into a complaint, the Discipline Committee shall keep in mind at all times the standard of proof (a balance of probabilities) and the purpose of the Association.

7.4 Practice Committee

- 7.4.1 [Under development]

7.5 Ad-Hoc Committees

- 7.5.1 The Board shall establish annually or as required from time to time such ad-hoc committees as required. The functions of such ad-hoc committees shall be advisory only.
- 7.5.2 The Board shall determine and communicate the terms of reference for each ad-hoc committee formed under this Section 7.5. Such terms of reference shall include the minimum number of committee members, the committee's mandate, and the timeframe under which the committee will fulfill its mandate, as applicable.

8 PROFESSIONAL CONDUCT & DISCIPLINE PROCESS

8.1 Interpretation and Definitions

For the purpose of this Part 8 of the By-laws, the following terms carry the corresponding meanings:

- 8.1.1 "**Caution**" means a determination by the Board on the recommendation of a Panel of the Discipline Committee that a Member may have breached the standards of professional ethics or practice but in circumstances that do not constitute unprofessional conduct, incompetence, or incapacity
- 8.1.2 "**Complainant**" means a person or persons who initiate a complaint pursuant to Section 19 of the Act;
- 8.1.3 "**Disciplinary sanction**" means any of the following measures issued or ordered by the Board, or an equivalent body from another jurisdiction, following a disciplinary proceeding:
 - (a) the imposition of conditions or restrictions on a Licence;
 - (b) a reprimand;

- (c) a fine;
- (d) a suspension of a licence; and
- (e) a revocation of registration or licence;

but does not include a caution.

- 8.1.4 **"Incompetence"** means conduct by a Member which demonstrates a lack of knowledge, skill or judgment or a disregard for the welfare of a client or the public;
- 8.1.5 **"Panel"** means a means a panel of the Discipline Committee appointed by the Board either for the purpose of investigating a complaint, in which case it shall be an **Investigation Panel**, or to hold a hearing in relation to a complaint, in which case it shall be a **Hearing Panel**;
- 8.1.6 **"Panel Chair"** means the person chairing the Investigation Panel or Hearing Panel, which in most circumstances will be the Chair or Vice Chair of the Discipline Committee;
- 8.1.7 **"Respondent"** means a Member or non-Member of the Association who is the subject of a proceeding before the Discipline Committee; and
- 8.1.8 **"Unprofessional Conduct"** includes both professional misconduct and conduct unbecoming the profession has the meaning proscribed to it in Section 8.2 of these By-laws.

8.2 Unprofessional Conduct

- 8.2.1 Further to Subsection 8.1.8, "unprofessional conduct" includes such conduct or acts relevant to the practice of a professional planning that, having regard to all the circumstances, would reasonably be regarded as disgraceful, dishonourable or unprofessional, including
 - (a) failing to abide by the Association's Code of Ethics and Code of Professional Conduct;
 - (b) abusing a person verbally, physically, emotionally or sexually;
 - (c) misappropriating property belonging to a client or an employer;
 - (d) inappropriately influencing a client to make or change a legal document;
 - (e) failing to complete work for a client without just and reasonable explanation;
 - (f) failing to exercise appropriate discretion with respect to the disclosure of confidential information;
 - (g) falsifying records;
 - (h) inappropriately using licensing status for personal gain;
 - (i) publishing, or causing to be published, any communication that is false, fraudulent, deceptive or misleading;
 - (j) engaging or assisting in fraud, misrepresentation, deception or concealment of a material fact when applying for or securing registration or a licence or taking any examination provided for in the Act or the By-laws, including using fraudulently procured credentials; and
 - (k) Falsely representing activities as being within the practice of professional planning, including using the LPP designation to justify activities which fall outside the definition of the practice of professional planning.
- 8.2.2 Further to Subsection 8.1.8, "conduct unbecoming the profession" means conduct in a Member's personal or private capacity that tends to bring discredit upon the professional planning profession.

8.3 Discipline Committee Panels

- 8.3.1 There shall be two ad hoc panels of the Discipline Committee: the Investigation Panel and the Hearing Panel.
- 8.3.2 Upon receipt of a complaint, the Chair shall appoint a panel of at least three members of the committee to act as the Investigation Panel for that Complaint, at least one of whom must be a public representative.
- 8.3.3 A Hearing Panel shall be appointed in the case that the Investigation Panel refers a complaint to a formal hearing.
- 8.3.4 One of the Chair or the Vice-Chair must sit on the Investigation Panel and shall act as the chair of that panel in that case. Should it become necessary to form a Hearing Panel for the same complaint, whichever of the Chair or Vice Chair did not sit on the Investigation Panel shall become the chair of the Hearing Panel. The Chair and the Vice Chair may not sit on the same panel at the same time but may sit on either the Investigation Panel or the Hearing Panel for different complaints.
- 8.3.5 No member of the Investigation Panel may sit on the Hearing Panel for the same complaint.

8.4 Rights and Responsibilities of Respondent

- 8.4.1 A respondent to a complaint has the right to:
- (a) be represented by legal counsel or another representative at the respondent's own expense;
 - (b) notice of any matters under investigation;
 - (c) a reasonable opportunity to present a response and make submissions in such form as determined by the Discipline Committee;
 - (d) such other information as natural justice requires; and
 - (e) such other information as determined by the Registrar.
- 8.4.2 A respondent to a complaint has an obligation to:
- (a) Maintain confidentiality over the discipline process, including any information disclosed to them as part of the process;
 - (b) Cooperate with the discipline process as set out in this By-law and any process which is determined by the Registrar, Board, or Discipline Committee in accordance with their respective authority pursuant to the Act, and the By-laws; and
 - (c) Provide such information and documents as may be required by the Registrar, Board, or the Discipline Committee.

8.5 Complaint Submission Process

- 8.5.1 Any person or persons may submit a complaint regarding
- (a) the conduct of a Member, alleging that the Member is guilty of unprofessional conduct or incompetence in carrying on the practice of professional planning.
 - (b) the conduct of a non-Member who is holding themselves out to be a Member, practicing professional planning, or otherwise contravening the Act.
- 8.5.2 A complaint must be in writing and must be delivered to the Registrar.
- 8.5.3 Upon receipt of a complaint, the Registrar (or delegate) shall forthwith:

- (a) acknowledge in writing to the complainant that the complaint has been received; and
- (b) submit the complaint to the Chair of the Discipline Committee.

8.6 Complaint Investigation Process

8.6.1 Upon receipt of a complaint referred to in Section 8.5.2, the Chair shall:

- (a) Convene an Investigation Panel to investigate the complaint; and
- (b) Provide written notice to the respondent that the complaint has been received and will be investigated, with a copy of the complaint.

8.6.2 An Investigation Panel convened under Section 8.6.1(a) shall

- (a) be comprised of at least three (3) members of the Discipline Committee,
- (b) include at least one lay person,
- (c) include either the Chair or Vice Chair, who will act as the Panel Chair.

8.6.3 In the event that neither the Chair nor the Vice Chair Committee are available to act as Panel Chair of either the Investigation Panel or the Hearing Panel, the Chair shall designate a Panel Chair from among the remaining members of the Discipline Committee.

8.6.4 The Investigation Panel, in carrying out its investigation of a complaint, may do any one or more of the following:

- (a) Require a written response from respondent;
- (b) Require the complainant, the respondent, or a third party to produce documents, records, or another form of physical or digital evidence;
- (c) Request the complainant, the respondent, or a third party to produce written or oral explanations; or
- (d) Request the complainant, the respondent, or a third party attend an interview.

8.6.5 Following the completion of its investigation, the Investigation Panel shall submit a report to the Board containing a summary of the evidence collected during the investigation and a recommendation on how the Board should proceed. The Investigation Panel may recommend that the Board do one or more of the following:

- (a) Dismiss all or part of the complaint;
- (b) Order a caution;
- (c) With the consent of the respondent, order a reprimand;
- (d) Refer all or part of the complaint to an alternative process; or
- (e) Refer the complaint to a Hearing Panel.

8.6.6 A complaint may be dismissed for any of the following reasons:

- (a) The complaint does not fall within the jurisdiction of the Association;
- (b) The complaint is without merit;
- (c) The complainant has failed to provide sufficient documentation to substantiate the complaint;
- (d) The complaint is frivolous or vexatious;
- (e) The complaint raises a minor issue that does not warrant further review;
- (f) The matter giving rise to the complaint has been resolved;
- (g) Moving forward with Complaint does not advance objects of the Association; or
- (h) The complaint has been withdrawn by the complainant and advancing the complaint against the complainant's wishes is not in the public's interest.

- 8.6.7 Following receipt of a report and recommendation from the Investigation Panel, the Board shall consider the recommendation and issue a written decision, with reasons. The Board is not required to accept the Investigation Panel's recommendation except in the case where the Investigation Panel recommends that a formal hearing be held.
- 8.6.8 Following a decision pursuant to Section 8.6.5 (a)-(d), the Board shall direct the Registrar (or designate) to provide written notice:
- (a) To the respondent, with a copy of the Board's decision;
 - (b) Subject to any safety or confidentiality concerns, to the complainant with copy, or a summary, of the Board's decision; and
 - (c) Where it is in the interest of the public, to any other person with a copy or partial copy of the Board's decision, or a summary of the Board's decision.
- 8.6.9 If the Investigation Panel recommends that a formal hearing be held further to Section 8.6.5(e), the Board shall notify the parties that the complaint has been referred to a hearing, and shall provide a copy of the Investigation Panel's report to the respondent, subject to any redactions that the Board deems necessary in order to protect the safety of the complainant, any witnesses, or the public.

8.7 Hearing Process

- 8.7.1 Where the Investigation Panel recommends that the Board hold a hearing, the Board shall form a Hearing Panel consisting of two (2) Licensed Members and one (1) public representative of the Discipline Committee who shall be responsible for hearing the evidence of the parties and issuing a recommendation to the Board for the disposition of the allegations.
- 8.7.2 Whichever of the Chair or Vice-Chair of the Discipline Committee did not sit on the Investigation Panel shall act as the Panel Chair for the Hearing Panel or shall appoint a member of the Discipline Committee to act as Panel Chair if they are not able to sit on the panel for any reason.
- 8.7.3 Once the Hearing Panel had been appointed, the Registrar (or designate) shall
- (a) Provide notice to the respondent of the composition of the Hearing Panel and the allegations which form the basis of the referral to the Hearing Panel; and
 - (b) Provide a notice to both the complainant and the respondent of the date, place, and time at which the hearing will be held and the details of the charges to be considered at the hearing.
- 8.7.4 At a hearing:
- (a) The Hearing Panel shall set its own procedure to be followed;
 - (b) The respondent shall be required to attend and may be represented by legal counsel;
 - (c) The complainant may be required to attend as a witness and may be represented by counsel, but shall not be a party;
 - (d) The Hearing Panel may take place in person or virtually, but shall take place in-person upon the respondent's request.
- 8.7.5 At a hearing, the Hearing Panel may :
- (a) admit as evidence any written statement of agreed facts; and
 - (b) receive evidence under oath or affirmation or in any manner it considers appropriate.

- 8.7.6 Where the respondent fails to attend the hearing without sufficient warning or explanation, despite receiving adequate notice of same, the Hearing Panel may proceed to hear and determine the allegations in the absence of the respondent.
- 8.7.7 All findings of the Hearing Panel shall be made on a balance of probabilities.
- 8.7.8 The Hearing Panel shall, by a majority decision, issue a report setting out its findings of fact including whether the Hearing Panel has found the respondent guilty of unprofessional conduct, incompetence, or in breach of Act or the By-laws, and its recommendations. The Hearing Panel may recommend one or more of the disposition options set out in Section 8.8.1.
- 8.7.9 The Hearing Panel's report shall be provided to the Board in writing.
- 8.7.10 The Board shall render a final decision on the disposition of the complaint. The Board may order any one or more of the disposition options set out at Section 8.8.1.
- 8.7.11 The Board shall provide to the respondent a copy of the Hearing Panel's report together with notice of any disposition ordered by the Board, and may, at the Board's sole discretion, provide the complainant with all, a summary, or a portion of the Hearing Panel's report and the details of any disposition ordered by the Board.
- 8.7.12 The Board may disclose all or a portion of the Hearing Panel's report and the details of the disciplinary sanction(s) ordered to such third parties as the Board deems appropriate, including to an extra-provincial regulatory body or bodies.
- 8.7.13 Where a Member's license is suspended or revoked as a result of a disciplinary sanction imposed by the Board, they shall, within seven (7) days of such suspension or revocation, return to the Registrar their membership certificate(s) issued by the Association and CIP and their professional seal and shall not use any designation or initials obtained as part of their membership class privileges.
- 8.7.14 Subject to the Member complying with the terms of the disposition imposed, the membership certificates and professional seal of a suspended Member shall be returned by the Registrar to the Member following the period of suspension.

8.8 Disposition

- 8.8.1 Following receipt of a report from a Panel of the Discipline Committee under Section 8.6.7 or 8.7.10 of these By-laws, the Board may order any one of more of the following dispositions:
- (a) A dismissal of the complaint, with or without guidance, for a reason set out in Section 8.6.6;
 - (b) A written notice of caution with or without counsel;
 - (c) A requirement that the respondent complete further training or education, at the respondent's expense, within a particular timeframe
 - (d) A written reprimand;
 - (e) A fine to be paid to the Association;
 - (f) An order for costs to be paid to the Association;
 - (g) A licensing restriction or conditions, including suspension, for a specified period of time;
 - (h) A revocation of the Member's license and/or membership, with or without the option to re-apply; or
 - (i) other action as determined by the Board.

- 8.8.2 At any point during the Complaints process, the Association and the respondent may enter into a Joint Proposal for an informal resolution of the complaint. The Joint Proposal must be signed by both the Registrar and the respondent and must be submitted for consideration:
- (a) If the matter is before an Investigation Panel, to the Chair of the Investigation Panel; or
 - (b) If the matter has been referred to a Hearing Panel, to the Chair of the Hearing Panel.
- 8.8.3 If a Joint Proposal is made after a referral to a Hearing Panel, the Hearing Panel may, on its own initiative or at the request of the parties, hold a hearing by correspondence to consider the joint proposal prior to conducting a hearing on the merits of the complaint which shall satisfy the hearing requirement in Section 23(a) of the Act.
- 8.8.4 Upon considering a Joint Proposal, the Investigation Panel or Hearing Panel, as the case may be, may do any one of the following:
- (a) Issue a report to the Board with a recommendation that the Joint Proposal be accepted;
 - (b) Issue a report to the Registrar and the respondent recommending changes to the Joint Proposal that, if accepted by both parties, would cause the Panel to recommend that the Joint Proposal be accepted by the Board; or
 - (c) Issue a report to the Registrar and the respondent rejecting the Joint Proposal, in which case the disciplinary process shall continue.
- 8.8.5 If the Panel issues a report pursuant to paragraph 8.8.4(ii), and the Registrar and the respondent agree with the recommended changes, the Registrar shall revise the Joint Proposal accordingly, both parties shall sign the revised document, and the Registrar shall re-submit the Joint Proposal to the original Panel which issued the report.
- 8.8.6 If all recommendations were applied to the Panel's satisfaction, the Panel shall issue a report in accordance with paragraph 8.8.4(a).
- 8.8.7 If the Board receives a recommendation pursuant to Subsection 8.8.4(a), it shall issue an Order in accordance with the Panel's recommendation unless such Order, in the Board's opinion, would infringe upon the Act or By-laws or contradict the objects and purpose of the Association.

8.9 Review and Appeal

- 8.9.1 If the Board orders that all or part of a complaint be dismissed following the recommendation of an Investigation Panel pursuant to Section 8.6.5(a) of this By-law, the Registrar shall notify the complainant of the dismissal and advise the complainant of their right to request a review of the Board's decision by submitting a written request for review to the Registrar within thirty (30) days of receiving the Board's decision.
- 8.9.2 The review and appeal process shall be set out in the Review and Appeal Policy as approved by the Board and which may be amended from time to time.
- 8.9.3 Pursuant to Section 24(1) of the Act, a respondent may appeal the Board's order of a disciplinary sanction by filing an appeal to the Nova Scotia Court of Appeal within thirty (30) days of the date of the order. After thirty (30) days, the order shall be binding.

8.10 Incapacity

- 8.10.1 If at any point during the discipline process the Board or the Discipline Committee has reasonable or probable grounds to believe that the respondent has an issue of incapacity, the respondent shall, prior to any disposition of the complaint, be provided an opportunity to raise any concerns regarding an issue of incapacity.
- 8.10.2 If a concern of possible or actual incapacity is raised, the respondent may be given the option to have their matter referred to a Fitness to Practice process as contemplated in Article 9 of these By-laws. A referral to a Fitness to Practice process is always done with the consent of the respondent.
- 8.10.3 If a respondent to an active complaint accepts a referral to a Fitness to Practice process prior to a disposition being issued on the complaint, the Discipline Committee shall hold the complaint in abeyance and take no further action until they are notified that either
- (a) The respondent has entered into a remedial agreement; or
 - (b) The respondent has withdrawn their consent to participate in the Fitness to Practice process.
- 8.10.4 If at any point a respondent to an active complaint withdraws their consent to participate in the fitness to practice process or breaches an interim agreement, the matter may be sent back to the Discipline Committee.
- 8.10.5 The Association will not disclose the fact or nature of the respondent's incapacity to the complainant. The Board shall or to any member of the Discipline Committee.

8.11 Publication

- 8.11.1 Subject to Section 8.13, the Registrar shall publish a decision or summary of a decision when:
- (a) The Board has ordered one or more disciplinary sanctions; or,
 - (b) The Board has approved a joint resolution that includes the imposition of a disciplinary sanction.
- 8.11.2 Publications under Section 8.11.1 of a decision or summary decision may include:
- (a) The name of the respondent;
 - (b) A summary of the allegations;
 - (c) The findings of the Hearing Panel; and
 - (d) The disciplinary sanction(s) ordered by the Board.
- 8.11.3 The following are not published:
- (a) A dismissal of a complaint;
 - (b) A caution;
 - (c) An investigation report or recommendation of an Investigation Panel; or
 - (d) The fact or particulars of a complaint that has not resulted in a disciplinary sanction.
- 8.11.4 The Board may publish a decision or summary of a decision on the Association's website and in any other publication where the Board determines that publication is in the public interest.

8.11.5 Where allegations have been found to constitute incapacity, the specific nature of the incapacity must not be included in any publication of the decision or summary of the decision.

8.12 Register Disclosure

8.12.1 The following information may be posted on the Register:

- (a) A notation that a Member's licence or membership has been suspended, restricted, or revoked as a result of a disciplinary sanction ordered by the Board; and
- (b) the effective date and duration of the sanction.

8.12.2 No information shall be posted on the Register respecting:

- (a) a complaint, investigation, or hearing that has not resulted in a disciplinary sanction;
- (b) the allegations underlying a complaint; or
- (c) a caution, dismissal, or informal resolution.

8.12.3 Any notation posted on the Register shall be removed or amended promptly upon the expiration, variation, or rescission of the disciplinary sanction to which it relates.

8.13 Confidentiality

8.13.1 Except as provided for in the Act or By-laws, all complaints, investigations, hearings, decisions and related information, documents, or records obtained or generated pursuant to the Act or these By-laws shall be treated as confidential.

8.13.2 Pursuant to Section 29 of the Act, no individual engaged with the administration of the Association, member of the Board, Committee, Panel or other person who receives or has knowledge of information as a result of a disciplinary process or regulatory process under the Act or By-law may publish, release, or disclose the information unless expressly permitted by the Act or By-laws. Individuals shall maintain confidentiality with respect to such information that comes to that individual's knowledge, except:

- (a) As may be required in connection with the administration of the Act, By-laws, or any proceedings pursuant to this Act or the by-laws, or other policies approved by the Board;
- (b) If the information is made publicly available by the Board;
- (c) As required by law; and
- (d) To the individual's own legal counsel or to legal counsel for the Association.

8.13.3 Disclosure of otherwise confidential information must be limited to the minimum amount of information necessary to achieve the purpose for which it is disclosed.

8.13.4 Notwithstanding, where it is consistent with the objects of the Act, the Registrar may disclose the particulars of a disciplinary sanction ordered by the Board:

- (a) In accordance with Sections 8.11 and 8.12;
- (b) To an extra-provincial regulatory body; and
- (c) To other such other persons if the Board determines that such disclosure is necessary for and consistent with the objects of the Association and in the public interest.

9 FITNESS TO PRACTICE

9.1 Fitness to Practice Process

9.1.1 The Association shall establish a Fitness to Practice Process whereby any member whose fitness to practice has been called into question due to suspected or actual incapacity may consent to a referral by the Board to a non-disciplinary process facilitated by the Board.

9.1.2 A referral to a Fitness to Practice process may be offered where:

- (a) a complaint concerns a Member's incapacity;
- (b) the investigation of a complaint raises the question of a Member's incapacity;
- (c) a person raises questions about the possible incapacity of a Member in the absence of a complaint; or
- (d) a Member self-reports incapacity to the Association,

and where the Board deems that is in the public interest to do so.

9.1.3 As part of its Fitness to Practice Process, the Association may:

- (a) enter into an interim agreement with the Member who is the subject of the referral, respecting conditions or restrictions on the Member's registration or license; and
- (b) enter into a remedial agreement with the Member.

9.1.4 A Member who breaches the terms and conditions of a remedial agreement may be subject to a complaint by the Registrar on the basis of that breach.

9.1.5 The Association will only disclose such information to external parties as absolutely necessary to protect the public. No information shall be published with respect to the nature of a Member's incapacity.

9.2 Fitness to Practice Committee

9.2.1 The Board may Appoint an *ad hoc* committee to facilitate the Fitness to Practice process and delegate some or all of the Board's powers under this Article 9 to that committee for the purpose of administering the Fitness to Practice process.

9.2.2 The Board shall establish Terms of Reference for the Fitness to Practice Committee, which shall include the possible outcomes of an interim or remedial agreement, and which may be amended from time to time.

10 ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS

10.1 Meeting Procedures

10.1.1 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.

10.2 Annual General Meeting

- 10.2.1 The Annual General Meeting (or AGM) of the Association shall be convened once during each calendar year within 15 months of the preceding meeting. The President shall oversee the AGM or shall delegate their authority.
- 10.2.2 Notice of the date, time and location of the AGM, together with the agenda and an election ballot, shall be mailed, or emailed, 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.
- 10.2.3 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.
- 10.2.4 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 President (or delegate) 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 email.
- 10.2.5 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.
- 10.2.6 The President (or delegate) 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.

10.3 Special Meetings of the Members

- 10.3.1 The President (or delegate) may call a special meeting of the Association, if requested in writing, by at least four (4) Licensed Members of the Association.
- 10.3.2 The President may call a Special Meeting of the Association by resolution of the Board.
- 10.3.3 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.
- 10.3.4 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.
- 10.3.5 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.
- 10.3.6 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.
- 10.3.7 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 President (or delegate) 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 email.

10.3.8 The President (or delegate) 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.

10.4 Attendance by Electronic Means

10.4.1 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.

10.4.2 A Member participating in a meeting by such means is deemed to be present at the meeting.

10.4.3 Notwithstanding any other provision of this By-law, any Member 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.

10.5 Voting Procedures

10.5.1 Each Licensed Member or Candidate Member may vote at any meeting of the Association, and each vote will bear equal weight to the vote of each other Member.

10.5.2 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.

10.5.3 In the case of a recorded ballot, the Secretary shall issue the ballots, oversee the vote count and declare the results.

10.5.4 All questions shall be decided by a simple majority except, in the event of a tie, the President (or delegate) shall cast one additional vote.

10.5.5 If a vote is carried by a show of hands on any question, a declaration by the President (or delegate) 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.

10.5.6 A question which requires a vote by all members may be decided by voting by electronic means. Electronic voting shall be done in accordance with this Section, except where modified, as follows:

- (a) 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.
- (b) 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.
- (c) 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.

11 FINANCIAL ADMINISTRATION

11.1 Signing Authority

- 11.1.1 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.
- 11.1.2 The Board may attach any terms and conditions to the appointed signing officers that the Association determines appropriate.
- 11.1.3 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.
- 11.1.4 The Board shall have the power, by resolution, to appoint an officer to sign written contracts, documents or instruments for the Association.
- 11.1.5 The signature of any notice to be given by the Association may be written, stamped, typewritten or printed.
- 11.1.6 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.

11.2 Fiscal Year

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

11.3 Banking

- 11.3.1 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.
- 11.3.2 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.

11.4 Dues and Fees

- 11.4.1 The Board may set a fee for any special Association activity.
- 11.4.2 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.
- 11.4.3 Members have sixty (60) days from the date of notification of fees owing to pay those fees.
- 11.4.4 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.

11.4.5 Members are in default if membership or licensing fees are not received prior to the end of this suspension period.

11.4.6 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.

12 AMENDMENT OF BY-LAW

12.1 By-law Amendment Procedures

12.1.1 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.

12.1.2 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.

12.1.3 A request to repeal or amend this By-law shall be tabled at the next meeting of the Board.

12.1.4 The Board shall, with due consideration, recommend either the adoption, modification or rejection of the By-law change as proposed.

12.1.5 A By-law Amendment shall be ratified by the Association membership in accordance with Section 10.5 Voting Procedures in this By-law.

12.1.6 A By-law Amendment which has been ratified by the Association membership comes into effect immediately after the vote has been recorded.

12.2 Supersession of By-law

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

13 EFFECTIVE DATE

13.1.1 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 _____, 2026.