

BY-LAW 2021-2

(Repeals and Replaces All Prior By-laws)

**INCLUDES AMENDMENTS APPROVED BY THE BOARD OF DIRECTORS ON
NOVEMBER 17, 2021; TO BE EFFECTIVE AS OF 11:59 P.M., ET, NOVEMBER 22,
2021**

Version: 2021-002

Updated: November 17, 2021

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BY-LAW 2021-2

By-law relating to the affairs of
Immigration Consultants of Canada Regulatory Council
Conseil de réglementation des consultants en immigration du Canada
(the “Council”)

WHEREAS the Minister of Immigration, Refugees and Citizenship (“**Minister**”), by order pursuant to subsection 84(2) of the *College of Immigration and Citizenship Consultants Act*, approved the continuance of the Immigration Consultants of Canada Regulatory Council as the College of Immigration and Citizenship Consultants and specified November 23, 2021 as the date of continuance;

AND WHEREAS beginning on the date of continuance, the Immigration Consultants of Canada Regulatory Council (“**Council**”) becomes the College of Immigration and Citizenship Consultants (the “**College**”), a corporation without share capital, and will administer its new functions and powers pursuant to the provisions of the *College of Immigration and Citizenship Consultants Act* (the “**Act**”);

AND WHEREAS the Board of Directors of the Council deems it necessary to enact new By-laws in substitution and replacement of By-law 2020-1 of the Council and all amendments thereto (the “**Predecessor By-laws**”);

NOW THEREFORE BE IT ENACTED that the Predecessor By-laws be cancelled and revoked and the following By-law 2021-2 of the Council be enacted and substituted in lieu of the Predecessor By-laws:

A. GENERAL

1. DEFINITIONS

1.1 Meaning of Words

In this By-law and all other By-laws of the Council hereafter passed, unless the context otherwise requires:

- (a) “**Act**” means the *College of Immigration and Citizenship Consultants Act*, S.C. 2019, c.29, s. 292, including the Government Regulations made pursuant to the Act, and any statute or regulations that may be substituted therefor from time to time [*Loi*];
- (b) “**Agent**” or “**agent**” [*agent*] means a person or company operating outside of Canada who:
 - (i) represents a licensee in furtherance of the licensee’s practice;
 - (ii) solicits or facilitates business in connection with the licensee’s practice;
 - (iii) and for greater certainty, “**Agent**” does not include an Agent for Service:

- “**Agent for Service**” means, in the case of any licensee who is not normally resident in Canada, a person (who shall be normally resident in Canada but need not be a licensee) to act for such licensee who is not normally resident in Canada, as the Agent for Service upon, or delivery to, the licensee of any notice, document or thing contemplated, required, or permitted under the By-laws [*représentant pour signification*];
- (c) “**Annual Meeting**” means the Annual Meeting of licensees [*assemblée annuelle*];
- (d) “**Appointed Directors**” means Directors appointed by the Minister pursuant to subsection 85(3) of the Act [*administrateurs nommés*];
- (e) “**Auditor**” means the public accountant of the Council appointed pursuant to section 79 [*auditeur*];
- (f) “**Board**” means the Board of Directors of the Council [*conseil d’administration*];
- (g) “**Business Day**” means a day which is not a Saturday, Sunday or a civic or statutory holiday in the jurisdiction in which the head office of the Council is located [*jour ouvrable*];
- (h) “**By-law**” and “**By-laws**” mean this By-law 2021-2 as amended and in force from time to time, and includes (except where the context otherwise requires) any other By-laws of the Council [*règlement(s) administratif(s)*];
- (i) “**Caution**” means a warning that the person subject to the Caution should in future be careful to avoid similar further behaviour or complaints against that person [*avertissement*];
- (j) “**CBSA**” means the Canada Border Services Agency, or any other successor agency [*ASFC*];
- (k) “**Certificate of Licensing**” means a certificate issued by the Registrar under the By-laws evidencing the licensing of a licensee [*certificat d’adhésion*];
- (l) “**Certificate of Registration**” means a certificate issued by the Registrar to a Sole Proprietorship or Firm under section 12.2 of the By-law [*certificat d’inscription*];
- (m) “**Chair**” means the Chair of the Board elected pursuant to section 50.1 [*président du conseil d’administration*];
- (n) “**Class of Licence**” means the Class of Licence set out in section 10 of the By-law [*catégorie de permis*];
- (o) “**Citizenship Act**” means the *Citizenship Act* (Canada), R.S.C., 1985, c. C-29, as from time to time amended [*Loi sur la citoyenneté*];
- (p) “**Client**” has the extended meaning described in section 2.5 [*client*];
- (q) “**Code of Professional Conduct**” or “**Code**” means the RCIC Code of Professional Ethics, the RISIA Code of Ethics, as applicable, or the Code of Professional Conduct for licensees

established by the Minister pursuant to subsection 43(1) of the Act [*Code de déontologie* or *Code*];

- (r) **“Complaints Committee”** means the complaints committee appointed under section 56.2 [*Comité des plaintes*];
- (s) **“Complaint/Response Information”** includes any information respecting, related to or arising out of a complaint received by the Council or a Committee of the Council from any source at any time whether before or after any disposition of a complaint, including but not limited to information obtained pursuant to sections 25, 26, 27, 28 or 29 of the By-laws [*information sur la plainte/réponse*];
- (t) **“Corporate Secretary”** means any Officer appointed as such pursuant to section 50.4 of the By-law [*secrétaire général*];
- (u) **“Council”** means, until 11:59 p.m., Eastern Time on November 22, 2021, the Immigration Consultants of Canada Regulatory Council / Conseil de réglementation des consultants en immigration du Canada and thereafter the College of Immigration and Citizenship Consultants / Collège des consultants en immigration et en citoyenneté [*Conseil*];
- (v) **“CPD”** means continuous professional learning and development relevant and appropriate to the licensee’s work and professional responsibilities, as required by section 36 and the Regulations [*FPC*];
- (w) **“Directors”** includes Elected Directors and Appointed Directors [*administrateurs*];
- (x) **“Discipline Committee”** means the discipline committee appointed under section 56.2 [*Comité de discipline*];
- (y) **“Dues”**, in addition to its usual meaning, includes annual fees, other fees, fines and all other monies payable under any circumstances by a licensee to the Council [*droits*];
- (z) **“Elected Directors”** means licensees deemed elected to the Board of Directors pursuant to subsection 85(3) of the Act and, for greater certainty, does not mean or include an Appointed Director [*administrateurs élus*];
- (aa) **“Electronic Signature”** means electronic information that a person creates or adopts in order to sign a document, and that is in, attached to or associated with the document [*signature électronique*];
- (bb) **“Fitness to Practise Committee”** means the committee appointed under section 56.2 [*Comité de l’aptitude à pratiquer*];
- (cc) **“Firm”** means a partnership or a corporation [*firme*];
- (dd) **“General Meeting”** means a general meeting of Licensees [*assemblée générale*];
- (ee) **“Governance and Nominating Committee”** means the governance and nominating committee appointed under section 56.1 [*Comité de la gouvernance et des mises en*

candidature];

- (ff) **“Government Regulations”** means Regulations made by the Governor in Council pursuant to the Act [*règlements du gouvernement*];
- (gg) **“Incapable”** means in respect of an individual, that the individual is found under the laws of a Province to be unable to manage their property or is declared to be Incapable by any court outside Canada [*incapable*];
- (hh) **“Independent Complaints Review Officer”** or **“ICRO”** means the person appointed to review complaints under section 56.7 [*agent d’examen des plaintes indépendant or AEPI*];
- (ii) **“Immediate Family”** means an individual’s father, mother, stepfather, stepmother, foster parent, brother, sister, stepbrother, stepsister, spouse, common law partner, child (including child of common law partner), stepchild, ward, father-in-law, mother-in-law or relative permanently residing with the individual, as the case may be [*famille immédiate*];
- (jj) **“In Good Standing”** means that an individual is not in arrears in respect of any amount payable by such individual to the Council for a period in excess of the time specified in the By-laws, is current and in full compliance with the requirements of section 36 [Learning and Development], and section 41 [Professional Liability Insurance]; and their licence with the Council is not under suspension for any cause whatsoever [*en règle*];
- (kk) **“IRB”** means the Immigration and Refugee Board of Canada, the Canadian administrative tribunal that makes decisions on immigration and refugee matters, or any other successor tribunal that has responsibility for such matters [*CISR*];
- (ll) **“IRCC”** means Immigration, Refugees and Citizenship Canada – a department of the government of Canada having responsibility for immigration and citizenship matters, and any successor thereof [*IRCC*];
- (mm) **“IRPA”** means the *Immigration and Refugee Protection Act* (Canada), S.C. 2001, c.27, as from time to time amended [*LIPR*];
- (nn) **“Licensee”** or **“licensee”** means any individual who is admitted to one of the Classes of Licence set out in section 10 in accordance with the By-laws and includes an RCIC or RISIA [*titulaire de permis*];
- (oo) **“New-Licentee Mentoring Program”** means a mandatory program for new licensees which requires a period of practical experience under the supervision of a designated, experienced licensee, completion of a formal assessment and such other requirements as the Board may, by resolution, determine from time to time as necessary to support licensees in the development of the competencies, knowledge, skills, values, ethics, and attitudes required to provide immigration advice and services with professional competence [*Programme de mentorat pour les nouveaux titulaires de permis*];
- (pp) **“Officers”** means the Officers of the Council elected or appointed by the Board pursuant to section 50 [*dirigeants*];

- (qq) **“Order”** means an Order of a Tribunal Committee issued pursuant to section 28.10 [*ordonnance*];
- (rr) **“Organization”** includes any company, corporation, partnership, association, institution and any public body and public authority [*organisation*];
- (ss) **“President & Chief Executive Officer”** has the meaning set out in section 50.3 of the By-laws [*président et chef de la direction*];
- (tt) **“Privacy Policy”** means the Privacy Policy of the Council as adopted by the Board from time to time [*Politique concernant les renseignements personnels*];
- (uu) **“Professional Conduct Obligations”** means the By-laws, Regulations, Code of Professional Conduct, and policies of the Council in force from time to time, governing the conduct of licensees [*obligations déontologiques*];
- (vv) **“Province”** means a Province or Territory of Canada and “provincial” has a corresponding meaning [*province*];
- (ww) **“Quality Management Program”** means a mandatory program for all licensees, designed to ensure continuing professional competence in practice and the delivery of quality immigration services through education, continuous quality improvement and remediation. It may include, without limitation, individual learning plans, random practice assessments, completion and submission of a professional development activity log and a mechanism for the Council to monitor licensees’ participation in and compliance with, the Quality Management Program together with such other requirements as the Board may, by resolution, determine from time to time as necessary to support licensees in the ongoing provision of immigration advice and services with professional competence [*Programme de gestion de la qualité*];
- (xx) **“Register”** means the Register of Licensees, Sole Proprietorships and Firms established under section 16 of the By-law [*registre*];
- (yy) **“Registrar”** has the meaning set out in section 50.5 of the By-laws [*registraire*];
- (zz) **“Registrar Appeal Committee”** means the Registrar Appeal Committee appointed under section 56.2 [*Comité d’appel du registraire*];
- (aaa) **“Regulated Canadian Immigration Consultant”** or **“RCIC”** means a licensee who holds an L1, L2 or L3 Class of Licence [*consultant réglementé en immigration canadienne*];
- (bbb) **“Regulated International Student Immigration Advisor”** or **“RISIA”** means a licensee who holds an L4 or L5 Class of Licence [*conseiller réglementé en immigration pour étudiants étrangers*];
- (ccc) **“Regulation”** means a Regulation of the Council in force from time to time [*règlement*];
- (ddd) **“Regulatory Body”** means a body which regulates a profession, whether pursuant to statute or otherwise, in Canada or in any other jurisdiction [*organisme de*

réglementation];

- (eee) **“Remedial Mentoring Program”** means a mandatory remedial stream for licensees requiring competency remediation, which will include a period of practice under the supervision of a designated, experienced licensee, completion of an assessment and such other requirements as the Board may, by resolution, determine from time to time as necessary to support licensees in the development of the competencies, knowledge, skills, values, ethics and attitudes required to provide immigration advice and services with professional competence [*Programme de mentorat correctif*];
- (fff) **“Seal”** means the Seal of the Council, if any, as adopted by resolution of the Board from time to time [*sceau*];
- (ggg) **“Sole Proprietorship”** means a licensee who, whether or not having complied with the requirements of section 22, practices as an immigration/citizenship consultant in a name other than their own legal name [*entreprise individuelle*];
- (hhh) **“Specialization Program”** means the educational and competency verification program established by the Council to ensure that licensees have the required knowledge, skills and judgement to practise before the IRB, safely, ethically and in the public interest [*Programme de spécialisation*];
- (iii) **“Standing Committee”** or **“Committee”** mean those committees referred to in section 56 of the By-laws [*comité permanent*];
- (jjj) **“Tribunal Committee”** means any of the Complaints, Discipline, Fitness to Practise, or Registrar Appeal Committees [*Comité du Tribunal*];
- (kkk) **“Ungovernable”** means conduct that demonstrates repeated unwillingness, refusal, or inability to comply with the Council’s regulatory requirements as set out in the Professional Conduct Obligations [*ingérable*];
- (III) **“Voluntary Resolution Program”** or **“VRP”** means the resolution program that may be accepted voluntarily by a licensee under section 26.3 and subsection 26.5 (f) [*Programme de règlement volontaire*].

2. INTERPRETATION

2.1 Canada Not-for-profit Corporation Act Ceases to Apply

The *Canada Not-for-profit Corporations Act* does not apply to the Council effective 12:00 a.m., Eastern Time, on November 23, 2021.

2.2 Members are Licensees

The members of the Council are the licensees.

2.3 Board's Interpretation to Govern

In the event of any dispute as to the intent or meaning of any By-law or of any Professional Conduct Obligation, Regulation or policy made, adopted or enacted pursuant to the By-laws, the ruling of the Board on the construction and interpretation thereof will be binding for all purposes. In addition to all its other powers, the Board may publish interpretations for the information and guidance of licensees and Firms on matters related to the By-laws, Regulations, Professional Conduct Obligations or policies.

2.4 Writing includes All Forms

Reference to writing will be construed as including, where necessary or appropriate, references to printing, facsimile, electronic mail, and other modes of representing or reproducing words in a visible form.

2.5 Extended Meaning of "Employer", "Client"

Where necessary or appropriate, a reference to an "employer" or a "Client", whether made separately or together, will be deemed to be a reference to both and will refer to any individual, organization, or group by whom a licensee or Firm is engaged to perform a professional service to assist therein.

2.6 Extended Meaning of Gender and Number

Words imparting the singular will include the plural and vice versa, and any words that impart a gender include all genders.

2.7 Non-Meetings of Tribunal Committees

Whenever the Tribunal Committees are conducting a hearing or a review, such proceeding shall be deemed not to be a meeting for the purposes of this By-law.

2.8 Extended Meaning of Statutory References

References to any statute or section thereof extend and apply to any amendment to or any re-enactment of such statute or section.

2.9 Headings for Convenience

Headings used in the By-laws are for convenience of reference only and will not affect the interpretation of the By-laws.

2.10 Changed References

A reference in a By-law, the Code of Professional Conduct, a Regulation or Board interpretation to an act of the Parliament of Canada or a provincial legislature, the citation or name of which has changed as a result of a general revision of the Statutes or an amendment to the applicable act, shall be deemed to be a reference to the corresponding act or provision of an act after the change in name or change in citation; and the Board shall cause the necessary change to the citation or name set out in the published By-law, Code of Professional Conduct, Regulation or Board interpretation to be made at a convenient time of republication.

2.11 Effect of Certified Copies

The production of a copy of the Register, certified by the Registrar, is sufficient evidence that a person is a licensee.

2.12 Effect of Absence of Name from the Register

The absence of the name of any person from a copy of the Register produced under section 2.11 is proof, in the absence of evidence to the contrary, that the person is not a licensee of the Council or registered as a Sole Proprietor or Firm, as applicable.

3. REGULATIONS BY BOARD

3.1 Board Authority

The Board may make Regulations and policies with regard to any matter not inconsistent with provincial and federal legislation or the By-laws of the Council, and in particular may make Regulations and policies pursuant to or in furtherance of the purpose of the Council.

4. COMPLIANCE WITH PROFESSIONAL CONDUCT OBLIGATIONS AND POLICIES

4.1 Licensees' Deemed Agreement

All licensees by their applications for licensing, applications for re-admission to licensing, or continuance of licensing shall agree and shall be deemed to have agreed with the Council and each of its licensees to the terms of the By-laws, Professional Conduct Obligations and policies of the Council, as applicable, and all acts or things done thereunder, including the interpretation of any By-law, Code of Professional Conduct, Regulation or policy by the Board pursuant to the By-laws.

4.2 Deemed Agreement of Others

All Sole Proprietorships and Firms by their applications for registration, or by their applications for re-registration, or by their continuance of registration shall agree and shall be deemed to have agreed with the Council to the terms of the By-laws, Professional Conduct Obligations, and policies of the Council, as applicable, and all acts or things done thereunder, including the interpretation of any By-law, Code of Professional Conduct, Regulation or policy by the Board pursuant to the By-laws.

4.3 Council Authority to Refer Information

The Council may refer any information obtained from any source (including without limitation, that obtained pursuant to sections 25, 26, 27, 28 or 29, and any Complaint/Response Information) to the Royal Canadian Mounted Police, the CBSA, a provincial or territorial Law Society, or to another authority or Regulatory Body, in any circumstances that the Council, in its discretion, considers that any such referral is required in the public interest.

4.4 Requirement for Agent for Service

A licensee who is not normally resident in Canada shall appoint an Agent for Service and provide to the

Council the current name, post office address, telephone number, facsimile number, and email address of such Agent for Service.

4.5 Applicant Declarations Required

Every application for licensing or registration shall be accompanied by a declaration signed by the applicant that the contents of the application are true, correct, and complete.

4.6 Applications in Writing

Applications for licensing or registration shall be in writing and shall be in such form as the Council may from time to time prescribe.

4.7 Effect of Licensee Suspension

Where all of the rights and privileges of a licensee under the By-laws are suspended, the person shall not, during the period of suspension, except as otherwise expressly provided in the By-laws, be considered a licensee for any purpose, and their status shall be indicated as “suspended” on the Register of licensees for the period of suspension.

4.8 Licensee Cessation of Practice upon Suspension

A licensee whose licence is or becomes suspended under the By-laws shall not, during the period of suspension, except as otherwise expressly provided in the By-laws, practise or hold themselves out as a “Regulated Canadian Immigration Consultant / consultant réglementé en immigration canadienne” or “Regulated International Student Immigration Advisor / conseiller réglementé en immigration pour étudiants étrangers” or use the initials “RCIC” or “CRIC”, or “RISIA” or “CRIEE”.

4.9 Continued Obligations of Suspended Licensee

Notwithstanding the provisions of sections 4.7 and 4.8, any such person shall, during the period of suspension:

- (a) continue to be liable to pay all applicable Dues;
- (b) continue to be required to comply with all requirements that apply to a licensee, including but not limited to the requirements to pay Dues, to maintain professional liability insurance, and to undertake continuous professional learning and development;
- (c) continue to be subject to the disciplinary powers of the Council;

as fully and to the same extent as if such rights and privileges had not been or become suspended.

4.10 Effect of Firm Suspension

Where the registration of a Sole Proprietorship or Firm under the By-laws is or becomes suspended under the By-laws, such person or entity, as applicable, shall not, during the period of suspension, except as otherwise expressly provided in the By-laws, be considered a Sole Proprietorship or Firm, as applicable, for any purpose, and their or its status shall be shown on the Register of, Sole Proprietorships or Firms, as applicable, as “suspended” for the period of suspension.

4.11 Discipline Powers Continue

Notwithstanding the provisions of section 4.10, any such Sole Proprietorship or Firm shall, during the period of suspension, continue to be subject to the disciplinary powers of the Council as fully and to the same extent as if such registration had not been or become suspended for any act, omission, matter, or thing which may constitute or involve a violation of the Professional Conduct Obligations.

5. **LICENSEE CONTACT PARTICULARS AND COMMUNICATIONS**

5.1 Maintenance of Contact Particulars

Every licensee, Sole Proprietorship, Firm or applicant shall provide to the Council, and at all times maintain, full, accurate and up-to-date contact particulars for such licensee, Sole Proprietorship, Firm or applicant setting out, but not limited to, the postal and street address of their principal place of business as well as a valid electronic mail address for the purposes of receiving communications from or delivering documents to the Council, in lieu of which the Council may charge a service fee for communication to such persons by means other than electronic mail, and/or provide a discount in fees to those receiving or delivering communications by electronic mail.

5.2 Giving or Service Notice or a Document

Any notice, Order or other document required to be given or served on a person under the By-laws or other regulatory instrument of the Council shall be sufficiently given or served if it is:

- (a) delivered directly to the person;
- (b) left at the last known address of the person on the Council's records, either in a place that appears to be for incoming mail or with an individual who appears to be 16 years old or older;
- (c) sent by regular mail to the last known address of the person on the Council's records;
- (d) sent by commercial courier to the last known address of the person on the Council's records;
- (e) sent by email to the last known email address of the person on the Council's records;
- (f) sent by fax to the last known fax number of the person on the Council's records; or
- (g) given by other means specified through Regulation.

Where the person is not normally resident in Canada, paragraphs (a) through (g) apply with necessary modifications to the person's Agent for Service.

5.3 Deemed Receipt

A document left under clause 5.2(b) shall be deemed to have been received on the first Business Day after the day it was left;

A document left under clause 5.2(c) shall be deemed to have been received on the fifth Business Day after it was mailed;

A document left under clause 5.2(d) shall be deemed to have been received on the second Business Day after the day the commercial courier received it;

A document left under clause 5.2(e) or (f) shall be deemed to have been received on the first Business Day after the day it was sent; and

A document left under clause 5.2(g) shall be deemed to have been received on the day specified in the Regulation.

5.4 Calculation of Days

Unless otherwise specifically provided in the By-laws, a reference to a number of days between two events excludes the day on which the first event happens and includes the day on which the second event happens, even if the reference is to “at least” or “not less than” a number of days.

6. DELIVERY OF DOCUMENTS TO THE COUNCIL

6.1 Methods of Delivery to Council

Unless otherwise specifically provided in the By-laws, Regulations or Code, any notice or document required to be given or sent to the Council by a licensee, Sole Proprietorship, Firm or an applicant pursuant to the By-laws or Regulations may be given by personal service or may be sent by ordinary mail, by courier, by fax or by electronic mail or by online submission, provided that anything required to be in a form prescribed by the Council is in such form, that anything required to be signed is signed, and that anything required to be received at the Council within a prescribed time or by a prescribed date is received within such time or by such date. Any notice or document may be given or sent by mail, courier, fax, electronic mail address, or online, at the address noted on the then current website of the Council.

7. ELECTRONIC SIGNATURE

7.1 Electronic Signatures Permitted

Unless otherwise specifically provided in the By-laws, any document permitted or required to be signed may be signed by Electronic Signature, so long as the means of Electronic Signature permits a reliable determination by the Council that the document was created or communicated by or on behalf of the person permitted or required to sign the document.

8. HEAD OFFICE

8.1 Location

The head office of the Council shall be in the City of Burlington, Province of Ontario.

9. THE SEAL

9.1 Custody

The Board may, from time to time, by resolution adopt a Seal of the Council. The Registrar shall maintain custody of the Seal.

B. LICENSEES

10. LICENSEES

10.1 Classes of Licence

The Council shall have the following classes of licence:

- (a) Class L1 - RCIC – Conditional Practice;
- (b) Class L2 – RCIC – Restricted Practice;
- (c) Class L3 – RCIC-IRB – Unrestricted Practice;
- (d) Class L4 – RISIA – Conditional Practice; and
- (e) Class L5 – RISIA – Unrestricted Practice.

10.2 Qualifications – Class L1 Licence – RCIC Conditional Practice

The Registrar shall admit as a Class L1 licensee any individual who, on or after July 1, 2022:

- (a) is eighteen (18) or more years of age;
- (b) is not insolvent or an undischarged bankrupt;
- (c) is not incompetent;
- (d) has met the educational, examination, practical experience and such other requirements in respect of the Class of Licence applied for as may be established from time to time by the Council;
- (e) has applied for licensing in accordance with the By-laws and paid the prescribed fee;
- (f) has provided such satisfactory references as to their character, such particulars as to their employment experience and such further information as the Registrar may require;
- (g) has agreed to abide by the Professional Conduct Obligations and the Act; and
- (h) has satisfied the Registrar that they are of good character as prescribed from time to time by Regulation.

10.3 Qualifications – Class L2 Licence – RCIC Restricted Practice

The Registrar shall admit as a Class L2 licensee any individual who

- (a) on or before June 30, 2022, or such other date as may be fixed by the Board by Resolution, meets the qualifications for licensing as a licensee set out in section 10.2; or
- (b) on or after July 1, 2022, or such other date as may be fixed by the Board by resolution, has been licensed as a Class L1 licensee pursuant to section 10.2 for a period of not less than six (6) months and has successfully completed the New-Licentee Mentoring Program; and whose Class L1 licence is In Good Standing at the time of application for licensing as a Class L2 licensee.

10.4 Qualifications – Class L3 Licence RCIC-IRB Unrestricted Practice

The Registrar shall admit as a Class L3 licensee any individual who

- (a) Before June 30, 2022, or such other date as may be fixed by the Board by resolution, meets the qualifications for licensing as a licensee set out in section 10.2 and has completed the Specialization Program and associated exam; and
- (b) on or after July 1, 2022, or such other date as may be fixed by the Board by resolution, has been licensed as a Class L1 licensee pursuant to section 10.2 for a period of not less than six (6) months and has successfully completed the New-Licentee Mentoring Program; and whose Class L1 licence is In Good Standing at the time of application for licensing as a Class L3 licensee.

10.5 Qualifications – Class L4 Licence RISIA – Conditional Practice

The Registrar shall admit as a Class L4 licensee any individual who, on or after July 1, 2022:

- (a) is eighteen (18) or more years of age;
- (b) is not insolvent or an undischarged bankrupt;
- (c) is not incompetent;
- (d) has met the educational, examination, practical experience and such other requirements in respect of the class of licence applied for as may be established from time to time by the Council;
- (e) has applied for licensing in accordance with the By-laws and paid the prescribed fee;
- (f) has provided such satisfactory references as to their character, such particulars as to their employment experience and such further information as the Registrar may require;
- (g) has agreed to abide by the Professional Conduct Obligations and the Act; and
- (h) has satisfied the Registrar that they are of good character as prescribed from time to time by Regulation.

10.6 Qualifications – Class L5 Licence – RISIA Unrestricted Practice

The Registrar shall admit as a Class L5 licensee any individual who

- (a) before June 30, 2022, or such other date as may be fixed by the Board by resolution, meets the qualifications for licensing as a Class L4 licensee set out in section 10.5; and
- (b) on or after July 1, 2022, or such other date as may be fixed by the Board by resolution, has been licensed as a Class L4 licensee pursuant to section 10.5 for a period of not less than twelve (12) months and has successfully completed the New-Licensee Mentoring Program; and whose Class L4 licence is In Good Standing at the time of application for licensing as a Class L5 licensee.

10.7 Restricted Scope of Practice

In addition to any conditions or restrictions set out in the Regulations,

- (a) after July 1, 2022, or such other date as may be fixed by the Board by resolution, a licensee holding a Class L2, Class L4 or Class L5 licence must not represent persons before the IRB;
- (b) a licensee holding a Class L4 or Class L5 licence may provide advice only in relation to authorizations to study in Canada and authorizations to enter and remain in Canada as a student and the manner in which those authorizations relate to submissions of an expression of interest under subsection 10.1(3) of IRPA and applications under that act;
- (c) a licensee holding a Class L4 or Class L5 licence must not represent any person in connection with submissions of an expression of interest under subsection 10.1(3) of IRPA, proceedings or applications under that act or proceedings or applications under the Citizenship Act; and
- (d) the Registrar may suspend the licence of any Class L1 or L4 licensee who fails to complete the New-Licensee Mentoring Program within twelve (12) months of becoming licensed.

10.8 Restrictions and Conditions

The Council may impose restrictions or conditions on the right of any person to practise as a Regulated Canadian Immigration Consultant / consultant réglementé en immigration canadienne or Regulated International Student Immigration Advisor / conseiller réglementé en immigration pour étudiants étrangers.

10.9 Transitional Provisions

Notwithstanding section 10 hereof, for greater certainty,

- (a) any individual who was a member In Good Standing of the Council on November 22, 2021 shall be the holder of a Class L3 Licence on November 23, 2021, provided that any holder of an L3 Licence under this section who has not completed the Specialization Program and associated exam on or before June 30, 2022, or such other date as may be fixed by the Board by resolution, is deemed to be a holder of an L2 Licence as of that date; and

- (b) any individual who was a registrant In Good Standing of the Council on November 22, 2021, shall be the holder of a Class L5 Licence on November 23, 2021.

11. DESIGNATION AND USE OF COUNCIL LOGOS

11.1 Use of Designation – RCIC

The use of the designations “Regulated Canadian Immigration Consultant / consultant réglementé en immigration canadienne”, and the initials “RCIC” or “CRIC” is subject to the prescriptions, conditions and restrictions contained in the By-laws and Regulations, and every licensee holding a Class L1, L2 or L3 licence, who is In Good Standing has the right to such use unless otherwise provided or ordered pursuant to the By-laws or the Regulations.

11.2 Prohibition on Use of Designation – RCIC

No individual, other than a licensee In Good Standing referred to in section 11.1, shall, through an entity or otherwise:

- (a) take or use the designation “Regulated Canadian Immigration Consultant / consultant réglementé en immigration canadienne” or the initials “RCIC” or “CRIC” alone or in combination with other words or abbreviations;
- (b) take or use any term, title, initials, designation, or description implying that the individual is a “Regulated Canadian Immigration Consultant / consultant réglementé en immigration canadienne” or implying that the corporation is entitled to practise as a “Regulated Canadian Immigration Consultant / consultant réglementé en immigration canadienne”.

11.3 Use of Designation – RISIA

The use of the designations “Regulated International Student Immigration Advisor / conseiller réglementé en immigration pour étudiants étrangers”, and the initials “RISIA” or “CRIEE” is subject to the prescriptions, conditions and restrictions contained in the By-laws and Regulations, and every licensee holding a Class L4 or L5 licence who is In Good Standing has the right to such use unless otherwise provided or ordered pursuant to the By-laws or the Regulations.

11.4 Prohibition on Use of Designation – RISIA

No individual, other than a licensee In Good Standing referred to in section 11.3, shall, through an entity or otherwise:

- (a) take or use the designation “Regulated International Student Immigration Advisor / conseiller réglementé en immigration pour étudiants étrangers”, or the initials “RISIA” or “CRIEE” alone or in combination with other words or abbreviations;
- (b) take or use any term, title, initials, designation, or description implying that the individual is a “Regulated International Student Immigration Advisor / conseiller réglementé en immigration pour étudiants étrangers”, and the initials “RISIA” or “CRIEE” or implying that the corporation is entitled to practise as a “Regulated International Student Immigration Advisor / conseiller réglementé en immigration pour étudiants étrangers”.

11.5 Use of Council Logos and Trade Marks

Every licensee In Good Standing may use certain trade marks and logos of the Council in association with the immigration consulting practice of such licensee in Good standing, subject to the conditions, terms and restrictions contained in the Regulations and any policies of the Council.

12. **CERTIFICATE OF LICENSING AND CERTIFICATE OF REGISTRATION**

12.1 Issue of Certificate of Licensing

Every individual admitted as a licensee shall be given a Certificate of Licensing and licensees holding a Class L1, L2 or L3 Class of licence may obtain a photo identification issued by the Registrar. Such certificate and identification shall be in such form as the Board or its delegate may from time to time determine, and may bear the Seal of the Council, if any, the signature of the Chair and the Registrar, and the date on which the individual was admitted as a licensee.

12.2 Issue of Certificate of Registration

Every Sole Proprietorship or Firm registered by the Council shall be given a Certificate of Registration. Such certificate shall be in such form as the Board or its delegate may from time to time determine, and may bear the Seal of the Council, if any, the signature of the Chair and the Registrar, and the date on which the Sole Proprietorship or Firm was registered with the Council.

12.3 Certificate Property of Council

Each Certificate of Licensing and photo identification shall be and remains the property of the Council and shall be returned to the Council forthwith in the event that the individual named therein resigns their licence or the individual's licence is suspended or revoked for any reason whatsoever. Every Certificate of Registration shall be and remains the property of the Council and shall be returned to the Council forthwith in the event that the Sole Proprietorship or Firm named therein terminates its registration or the Sole Proprietorship's or Firm's registration is suspended or revoked for any reason whatsoever.

12.4 Publication of Resignations, Revocations, and Suspensions

The Registrar may notify in writing all licensees In Good Standing of the name of any individual who has resigned their licence, or taken a leave of absence or whose licence has been suspended or revoked, or who has failed to comply with any demand to return their Certificate of Registration, Certificate of Licensing or photo identification or associated declaration. The Registrar may, in their further discretion, cause the name of such individual, Sole Proprietorship or Firm to be published and maintained on the Council website, to be published in a publication that is accessible by the community to whom the individual provides services, to be published in a publication circulated in the locality where the individual resides and/or carries on business, and/or to be published in a reputable and well recognized publication or website that focuses on immigration awareness or law.

12.5 Prohibition on Reproduction of Certificates

A Certificate of Registration, Certificate of Licensing or photo identification shall not be reproduced in whole or in part in any manner whatsoever without the written consent of the Registrar.

13. APPLICATION FOR LICENSING OR REGISTRATION

13.1 Application Required

Every applicant for licensing or registration in the Council will complete and submit to the Council an application in the form then in use by the Council together with payment of all applicable Dues.

13.2 Re-licensing Application

Applicants for re-licensing as licensees:

- (a) shall comply with all of the requirements of the By-laws pertaining to application and qualification for licensing and such further terms and conditions as the Registrar may require in each individual case;
- (b) who resigned their licence (unless pre-approved by the Council) or whose licence was revoked will pay to the Council all current Dues which are payable at the time of such application together with all Dues which were in arrears at the time of such resignation or revocation and all Dues which would have been due and payable during the period between the date of such resignation or revocation and the date of application for re-licensing;
- (c) may be required, as determined by the Registrar, to complete programs and pass an examination approved by the Council to satisfy the Board of their familiarity with current immigration consulting practice and related subjects.

13.3 Appeal Right

An applicant who is refused licensing or re-licensing, or whose licence with the Council is granted subject to restrictions or conditions on the right to practise as a licensee, or is suspended by the Registrar, may appeal the decision to the Registrar Appeal Committee on the grounds that the decision was based on an error of law, fact or mixed law and fact, or exceeded the authority of the decision maker. The appeal shall be commenced by a written notice of appeal filed with the Registrar Appeal Committee within thirty (30) days from the date of receipt of the decision.

13.4 Registrar Appeal Committee Authority

The Registrar Appeal Committee may confirm or vary the decision being appealed or may substitute its own decision for that of the Registrar or its delegate. The decision of the Registrar Appeal Committee is final.

14. CURRICULUM

14.1 Requirements Determined by Board

The establishment and maintenance of standards for courses of study, systems of training, periods of service, and examinations and evaluations for licensees will be determined by the Board from time to time in Regulations.

15. AGENTS AND EMPLOYEES

15.1 Prohibited Persons as Employees or Agents

Except with the written permission of the Council, a licensee may not employ, nor retain in any capacity having to do with the licensee's practice, a person whose application for licensing has been refused by the Registrar, or whose licence has been removed or suspended by the Council or a law society of a Province or Territory or the Chambre des notaires du Québec as a result of a disciplinary action, nor share space with or be a partner or associate of such a person.

15.2 Licensee Responsible for Employees and Agents

A licensee is responsible for the acts or omissions of the licensee's employees and Agents and shall ensure that all employees and Agents conduct themselves in accordance with the Code of Professional Conduct.

16. REGISTER

16.1 Register Prescribed

The Registrar shall be responsible for establishing and maintaining a Register of:

- (a) Licensees;
- (b) Sole Proprietorships; and
- (c) Firms.

Such Register shall be open to examination by the public at the Council's head office during normal office hours or on the Council's website. Unless otherwise specifically provided under the By-laws, the Board or its delegate shall specify the information to be included in the Register for each of the subsections of this section 16.1.

17. INFORMATION TO BE PROVIDED

17.1 Licensee Contact and Other Particulars

Subject to the Privacy Policy and all applicable laws, each licensee will provide the Council with such individual's business and residence addresses, telephone numbers, email addresses, name of employer and the official position or positions they occupy in their employment and such other information as determined by the Council and will promptly notify the Council of any change therein.

17.2 Firm Contact and Other Particulars

Subject to the Council's Privacy Policy and all applicable laws, each Firm will provide the Council with such person's business addresses, telephone numbers, email addresses and such other information as determined by the Council and will promptly notify the Council of any change therein.

17.3 Deemed Consent

Each licensee and Firm shall be deemed to consent for all purposes to the release of any and all information (including a home address that is also the business address of the licensee or Firm) and documentation in the possession, under the control or within the power of the licensee or Firm to the Council to carry out its responsibilities and functions pursuant to the Act, By-laws, and Regulations.

18. DUES

18.1 Board to Fix

The Board will fix the Dues including, without limitation, application, licensing, registration, renewal and other fees, fines, penalties, or interest to be paid by licensees, Sole Proprietorships and Firms, other than amounts ordered to be paid pursuant to section 28.9(h), in accordance with the Regulations.

18.2 Billings

Annual licensing fees will be billed to licensees. All other fees, fines, penalties or interest will be due and payable on terms as established by the Board.

18.3 Compassionate Waiver or Reduction of Fees

The Registrar may, on compassionate grounds, or on such other good and sufficient grounds as the Board may, by resolution, determine, remit, or forgive all or part of the licensing or registration fees and arrears, if any, payable by a licensee.

18.4 Regulation to Establish Payment Terms

Except as otherwise provided in the By-laws, the payment terms for the Dues and interest payable by licensees, and the consequences of non-payment will be determined by the Board from time to time in Regulations.

19. BREACHES OF REGULATIONS

19.1 Authority of Staff

Council staff shall have the authority to refer to the Registrar any matter that is about an infringement of a Regulation.

19.2 Authority of the Registrar to Collect Fines, Suspend, and Take Further Actions

In the case of a breach of any Regulation, the Registrar is authorized to:

- (a) collect fines payable to the Council in the amount prescribed in the Regulation;
- (b) suspend a licence in accordance with the Regulation; and
- (c) take or require any other action necessary to ensure compliance with the By-laws and Regulations.

19.3 Choices if Alleged Breach of Regulation

Upon receiving notice from the Council alleging that a licensee has breached any applicable Regulation, the person shall either:

- (a) Accept the correctness of the allegation, pay the prescribed fine, serve the prescribed suspension (if applicable), and take the steps outlined by the Registrar to address the breach of the Regulation; or
- (b) Submit to the Registrar their written reasons for denying the allegation and request for an appeal using the Appeal Request Form provided by the Council.

19.4 Appeal Request Form

For the appeal request to be valid, the licensee must include all information required in the Appeal Request Form.

19.5 Deemed Waiver

The licensee is deemed to be choosing subsection 19.3(a) and waiving their right to an Appeal if they fail to submit a completed Appeal Request Form within twenty (20) days of the notice, unless an extension has been granted by the Registrar.

19.6 Registrar's Review

Upon receipt of a properly completed Appeal Request Form, the Registrar or their delegate may:

- (a) accept the reasons of the licensee and close the matter;
- (b) refer the matter to the Registrar Appeal Committee for an appeal; or
- (c) based on the submission of licensee, propose alternative terms that the licensee can accept within fifteen (15) days, failing which, the Registrar will refer the matter to the Registrar Appeal Committee for an appeal.

19.7 Nature of Appeal

An appeal under this section shall be held in accordance with the Tribunal Committee Rules of Procedure.

19.8 Authorized Decisions and Orders

The Registrar Appeal Committee may make the following decisions and orders:

- (a) accept the reasons of the licensee provided under section 19.3 (b) and order the case dismissed;
- (b) reject the denial of the allegation, and if applicable, order the licensee to pay the prescribed fine, serve the prescribed suspension, fulfill the terms outlined by the Registrar, and order payment of costs of the proceeding, to a limit of \$2,000; or

- (c) reject the denial of the allegation and make an alternative order.

19.9 Decision Final

The decision and Order of the Registrar Appeal Committee shall be in writing and is final.

20. SUSPENSION AND CANCELLATION OF LICENSING OR REGISTRATION

20.1 Final Notice of Payment Owing

If a licensee fails to pay the annual fees, other fees, fines, penalties, hearing costs awards and interest payable no later than one month after the due date, the Council shall send the licensee a written notice titled "Final Notice of Payment Owing" stating that unless such amounts owing are paid or otherwise resolved in less than thirty (30) calendar days following the due date (the "Grace Period"), the licensee's licence with the Council shall be suspended by the Registrar as of the expiry of the Grace Period.

20.2 Suspension for Non-Payment

At the expiry of the Grace Period, the Registrar may suspend the licence of any licensee who has received a Final Notice of Payment Owing and whose such annual fees, other fees or other amounts then remain unpaid, unremitted, unforgiven or otherwise unresolved, and a Notice of Suspension shall be sent to the licensee in the manner provided in section 5 informing such individual that their licence has been suspended in accordance with the By-laws and requesting the return of such individual's Certificate of Licensing and photo identification, if issued.

20.3 Compassionate Relief Discretionary

The Registrar may, in their discretion, restore to active practising status, a licensee who has been suspended under section 20.2:

- (a) in the case of financial hardship of a licensee, for non-payment of Dues, provided that the licensee enters into a payment plan approved by the Registrar and continues to make payments throughout the complete term of the payment plan;
- (b) for failure to comply with the requirements of section 36 [Learning and Development] provided that the licensee enters and continues in a learning and development plan approved by the Registrar.

If the licensee defaults in payment under the approved payment plan or fails to continue in the learning plan (as the case may be), the licensee's suspension shall be reinstated and continued until the full balance owing has been paid or the learning plan has been completed (as the case may be).

20.4 Revocation After 90 Days

If, sixty (60) days after the date that the Final Notice of Payment Owing was sent to a licensee under section 20.1, that being ninety (90) days after the original due date, any part of this amount remains unpaid or otherwise unresolved, the Registrar may revoke the licence of the licensee and Notice of Revocation shall be sent to the licensee in the manner provided in section 5 informing such individual that their licence has been revoked in accordance with the By-laws and requesting the return of such

individual's Certificate of Licensing and photo identification, if issued.

20.5 Further Suspensions

The Registrar may suspend the licence of any licensee who:

- (a) within thirty (30) days of the date of deemed receipt of written notice from the Council requiring production of filings, declarations, information documents or other materials required pursuant to the By-laws and Regulations to be provided or produced, has failed to provide all such filings, declarations, information documents or other materials;
- (b) within thirty (30) days of the date of deemed receipt of written notice from the Council requiring cooperation with a request made pursuant to a complaint, has failed to respond to the request or cooperate with the Council;
- (c) within the time specified in any Regulation, has failed to comply with the requirements of such Regulation;
- (d) within the time specified in any Order, has failed to comply with an Order;
- (e) fails to participate, when notified, in a hearing or other proceeding of a Tribunal Committee; or
- (f) has failed to undertake required continuous professional learning and development and demonstrate compliance therewith, and report to the Council, all as provided in section 36;

and in any of these events, Notice of Suspension shall be sent to the licensee in the manner provided in section 5 informing such individual that their licence has been suspended in accordance with the By-laws and requesting the return of such individual's Certificate of Licensing and photo identification, if issued. The Registrar may restore to active practising status a licensee who has been suspended for any of the events set forth in this section 20.5.

20.6 Additional Revocation Authority

In the event that the suspension of the licence of any licensee pursuant to this section 20 continues for more than ninety (90) days, the Registrar may revoke the licence of any such licensee, and a Notice of Revocation shall be sent to the licensee in the manner provided in section 5 informing such individual that their licence has been revoked in accordance with the By-laws and requesting the return of such individual's Certificate of Licensing and photo identification, if issued.

20.7 Appeal of Suspension/Revocation – Right

A person whose licence is suspended or revoked under this section may appeal the decision to the Registrar Appeal Committee by filing a Notice of Appeal with the Tribunal Office within thirty (30) days of the Registrar's decision.

20.8 Appeal of Suspension/Revocation – Decision

On hearing the appeal, the Registrar Appeal Committee may confirm or vary the decision being appealed, or may substitute its own decision for that of the Registrar.

20.9 Appeal of Suspension/Revocation – Decision Final

The decision of the Registrar Appeal Committee is final.

21. RESIGNATION AND REINSTATEMENT

21.1 Pre-Requisites to Resignation Without Permission

A licensee may resign their licence without the Council's permission, provided such individual is not indebted to the Council or, if so indebted, such indebtedness is repaid or is waived by the Registrar or its delegate prior to such resignation becoming effective, by filing their resignation in writing with the Council and otherwise complying with the By-laws and Regulations, and such individual's licence is thereupon cancelled. The date upon which the resignation becomes effective shall be the date upon which all requirements have been fulfilled by the licensee as determined by the Registrar.

21.2 Resignation with Permission – Disciplinary

A licensee who is subject to a disciplinary proceeding may be permitted by the Discipline Committee to resign their licence on such terms as the Discipline Committee may impose prior to a hearing by that Committee.

21.3 Resignation with Permission – Fitness to Practise

A licensee who is subject to a proceeding before the Fitness to Practise Committee may be permitted by the Fitness to Practise Committee to resign their licence prior to a hearing by that Committee.

21.4 Readmission After Resignation or Revocation

Any individual who has resigned their licence or whose licence has been revoked in accordance with the By-laws may apply for re-admission to licensing in accordance with section 13.2 unless it was made a term of the resignation or revocation that there shall be no readmission.

21.5 Disciplinary Authority Continues After Resignation or Revocation

An individual who resigns as a licensee or whose licence is suspended or revoked in accordance with the By-laws remains subject to the continuing jurisdiction of the Council in respect of an investigation or disciplinary proceeding arising from their conduct while a licensee, provided that no investigation shall be commenced respecting the conduct of such individual unless the conduct comes to the attention of the Council before the sixth anniversary of the day on which the individual ceased to be a licensee.

C. FIRMS AND SOLE PROPRIETORSHIPS

22. REGISTRATION AND RESTRICTIONS AND CONDITIONS

22.1 Registration Required

No licensee shall practise as an immigration/citizenship consultant in a name other than their own legal name, unless the licensee has complied with the registration requirements of this section 22.

22.2 Regulation of Firms, Sole Proprietorships

A licensee may practise as an immigration/citizenship consultant through a Firm or as a Sole Proprietorship, in accordance with the restrictions and conditions as may be specified herein and by the Board in Regulations.

22.3 Application Required for Firms, Sole Proprietorships

A licensee who wishes to practise as an immigration/citizenship consultant through a Firm or as a Sole Proprietorship must apply to the Registrar to be registered as a Firm or as a Sole Proprietorship, subject to such terms and conditions as may be specified herein and by the Board in Regulations.

22.4 Information Prescribed

A licensee or Firm shall register and maintain with the Council, in the manner provided in Regulations by the Board, the name or names under which the licensee or Firm carries on a practice and such other information as is required to be provided by the Board in Regulations.

22.5 Designation of Firm licensee

Upon registration with the Council, a Firm shall designate a licensee to be the designated representative of the Firm.

22.6 Certificate for Firm

A Firm that has been registered shall be given a Certificate of Registration, and the provisions of section 12 shall apply with necessary variations.

22.7 Restrictions Apply to Firm

A restriction or condition imposed under the By-laws on a licensee practising as an immigration/citizenship consultant through a Firm applies to the Firm in relation to the licensee's practice as an immigration/citizenship consultant.

22.8 Continuing Council Jurisdiction After Suspension

A Firm whose registration is suspended remains subject to the continuing jurisdiction of the Council for all purposes.

22.9 Right to Apply for Re-Registration

Any licensee or Firm who has resigned their or its licence or registration with the Council or whose licence or registration with the Council has been revoked in accordance with the By-laws may apply for re-licensing or re-registration with the Council in accordance with the Regulations and subject to such terms and conditions as may be prescribed in the Regulations or as stipulated in an Order of the Discipline Committee, Fitness to Practise Committee, or Registrar Appeal Committee.

23. APPLICATION OF THE BY-LAW

23.1 Application of the By-law to Firm, Sole Proprietorship

The By-laws apply to a licensee despite the fact that the practice of the licensee is carried on through a Firm or Sole Proprietorship and, the professional obligations of a licensee to their Client:

- (a) are not diminished by the fact that the licensee is practising through a Firm or Sole Proprietorship; and
- (b) in the case of a licensee practising through a Firm that is a corporation, apply equally to the corporation and to its directors, officers, shareholders, agents, and employees.

23.2 Firm Subject to Investigation, Inspection

If the conduct of a licensee practising on behalf of a Firm or Sole Proprietorship is the subject of an investigation or inspection pursuant to the By-laws:

- (a) any power that may be exercised in respect of a licensee may be exercised in respect of the Firm or Sole Proprietorship; and
- (b) the Firm or Sole Proprietorship, as applicable, shall be jointly and severally liable with the licensee for all fines and costs the licensee is required to pay in relation to the investigation or inspection.

D. CODE OF PROFESSIONAL CONDUCT AND DISCIPLINE

24. CODE OF PROFESSIONAL CONDUCT GOVERNING LICENSEES AND FIRMS

24.1 Required Familiarity and Compliance

All licensees, Sole Proprietorships and Firms shall be familiar with and comply with the Act and Professional Conduct Obligations and the rules and standards established or adopted by the Board from time to time.

24.2 Registrar's Caution

Where the Registrar becomes aware of conduct by a licensee, Firm or Sole Proprietorship that appears inconsistent with the Professional Conduct Obligations and the rules and standards established or

adopted by the Board from time to time, the Registrar may, in their discretion, issue a Registrar's Caution to be placed on the permanent file of a licensee, Firm or Sole Proprietorship for a period not to exceed two (2) years, or refer the conduct to the Complaints Committee.

25. INVESTIGATION POWERS

25.1 Investigator Authority

The Complaints Committee may designate an individual as an investigator to conduct an investigation under the Committee's direction and may revoke the designation.

25.2 Powers of Investigator

In conducting an investigation, an investigator designated under section 25 may require any person:

- (a) to provide any information that, in the investigator's opinion, the person may be able to provide in relation to the matter being investigated; and
- (b) to produce, for examination or copying by the investigator, any document or other thing that, in the investigator's opinion, relates to the matter being investigated and that may be in the possession or under the control of that person.

25.3 Authority to Enter

Subject to section 25.5, an investigator may, for the purposes set out in section 25.2, enter a place in which they have reasonable grounds to believe that a licensee carries on an activity regulated under the Act or Professional Conduct Obligations, or that any document or other thing relevant to the investigation is located, and may:

- (a) examine anything in the place;
- (b) remove the thing for examination or copying;
- (c) use any copying equipment in the place, or cause it to be used;
- (d) open or order any person to open any container or package found in the place;
- (e) use any means of communication in the place, or cause it to be used;
- (f) use any computer system or other device in the place, or cause it to be used, to examine data contained in or available to it;
- (g) prepare a document, or cause one to be prepared, based on the data; and
- (h) take photographs or make recordings or make a copy of anything in the place.

25.4 Duty to Assist

The owner or person in charge of a place entered by an investigator pursuant to section 25.3 and every person in the place must give all assistance that is reasonably required to enable the investigator to perform their functions under sections 25.2 and 25.3, and must provide any documents or information, and access to any data, that are reasonably required for that purpose.

25.5 Warrant to Enter Dwelling-House

If the place proposed to be entered by an investigator pursuant to section 25.3 is a dwelling-house, the investigator may enter it without the occupant's consent only under the authority of a warrant issued under section 25.6.

25.6 Authority to Issue Warrant

On *ex parte* application, a justice of the peace may issue a warrant authorizing the investigator to enter a dwelling-house, subject to any conditions specified in the warrant, if the justice is satisfied by information on oath that

- (a) the dwelling-house is a place referred to in section 25.3;
- (b) entry to the dwelling-house is necessary for the purposes of the investigation;
and
- (c) entry was refused by the occupant or there are reasonable grounds to believe that entry will be refused by, or that consent to entry cannot be obtained from, the occupant.

25.7 Use of Force

In executing a warrant to enter a dwelling-house, an investigator may use force only if the use of force has been specifically authorized in the warrant and they are accompanied by a peace officer.

25.8 No Obstruction

No person shall obstruct or hinder, or make a false or misleading statement either orally or in writing, to an investigator who is performing their functions.

25.9 Complaint and Investigation Following Receipt of Certain information

The Registrar or Complaints Committee may initiate a complaint and instruct an investigator to investigate any information received by the Council from a federal or provincial government department or agency or another apparently reliable source when such information suggests that a licensee may have committed an offence under the Code of Professional Conduct or is incompetent, or suggests that a non-licensee or suspended licensee may be practising unlawfully as an immigration/citizenship consultant.

26. COMPLAINTS

26.1 Requirements for Complaints

Council staff may only consider complaints that:

- (a) allege conduct that may reasonably be considered an offence under the Code of Professional Conduct; and
- (b) are in writing, have been signed by the complainant, provide the complainant's name, address, telephone number or e-mail address, and have been filed with the Council's Professional Conduct Department, or were initiated pursuant to section 25.9.

26.2 No Further Action

Upon receipt and review of a complaint, the Director of Professional Conduct (or their delegate) may decide to close the complaint and take no further action if the complaint:

- (a) Is about a matter that is outside of the Council's jurisdiction;
- (b) appears to be frivolous or vexatious, or to have been made in bad faith or for an improper purpose so as to constitute an abuse of the Council's complaints process;
- (c) raises concerns about prior conduct that has been substantially addressed by the Council already through another complaint;
- (d) is about a licensee who resigned prior to the complaint being initiated or who has had their licence revoked by the Council or who is deceased; or
- (e) is about conduct that can effectively be addressed through a referral to the Registrar under section 19.1.

26.3 Director May Redirect Certain Complaints for Early Resolution

Where the subject of a complaint has not been the subject of any finding of professional misconduct by the Discipline Committee that is less than three (3) years old and the complaint meets any other requirements as the Board, may, by resolution, determine from time to time, the Director of Professional Conduct (or their delegate) may, in order to quickly address the alleged conduct, in their discretion, instruct Council staff to contact the subject of the complaint to see if that person would consent to resolve the complaint without a formal proceeding, by completing a VRP.

26.4 Committee to Review Complaints

The Complaints Committee shall review all complaints referred to it by Council staff or the Discipline Committee.

26.5 Complaints Committee Authority

The Complaints Committee, after reviewing the complaint, may do one or more of the following:

- (a) refer the complaint, in whole or in part, to the Discipline Committee;
- (b) decline to refer the complaint to the Discipline Committee with or without offering guidance or advice to the licensee with respect to future conduct;
- (c) refer the complaint to an investigator to initiate or continue the investigation of the complaint;
- (d) refer the complaint to the Registrar to be considered as a regulatory offence under section 19;
- (e) refer the complaint to the Fitness to Practise Committee where the circumstances suggest that the licensee may have a capacity or competency issue that does not appear appropriate for action by the Discipline Committee;
- (f) decline to refer the complaint to the Discipline Committee upon the licensee agreeing to complete a VRP specified by the Committee;
- (g) with the consent of the licensee and the complainant, refer the complaint to a process of dispute resolution, on any conditions specified by the Committee;
- (h) caution the licensee, such Caution to be delivered by a panel of the Complaints Committee; or
- (i) make any other disposition that it considers appropriate in the circumstances and that is not inconsistent with the By-laws, other than any Order that may be made by the Discipline Committee under section 28.10.

26.6 Complaints Posing Ongoing Risk to Public

Where the Council has received either:

- (a) multiple complaints against the same person, or
- (b) a single complaint against a person that alleges a very serious offence;

and the alleged facts appear to indicate an ongoing risk to the public; the Complaints Committee may seek an interim Order from the Discipline Committee for an urgent, temporary remedy, which may include an Order to expedite the Disciplinary or Fitness to Practise proceeding of the underlying complaint(s).

26.7 Written Decision and Reasons on Complaint

Within a reasonable time after receiving a complaint the Director of Professional Conduct (or their delegate) or the Complaints Committee shall make and issue its decision on the disposition of the complaint. A copy of the decision shall be sent to the complainant and the licensee, Firm or Sole Proprietorship involved. The Director of Professional Conduct (or their delegate) or the Complaints

Committee shall not be required to give detailed reasons for its decision. Subject to section 27, their decision is final.

26.8 Record of Complaints

The Council will maintain a record of all complaints received about any licensee, Firm or Sole Proprietorship and the disposition of such complaints.

26.9 Contact Prohibited

No licensee, agents or associates of the licensee, Firm or Sole Proprietorship shall contact, directly or indirectly, a complainant for the purpose of influencing the complainant to withdraw a complaint or to decline to provide evidence or cooperate with the Council.

27. REVIEW OF DECISION BY THE INDEPENDENT COMPLAINTS REVIEW OFFICER

27.1

Where any part of a complaint is not referred to the Discipline Committee, the complainant may, within thirty (30) calendar days of receiving the decision request that the decision be reviewed by the ICRO.

27.2

A complainant may only request an ICRO review by written application using the application form on the Council website. The ICRO is not required to review every matter requested and may in their discretion decide not to conduct a review or may discontinue a review already in progress.

27.3

The ICRO may only review the fairness of the procedure used by the Council or the Complaints Committee to handle the complaint. The ICRO's review will be guided by the accepted principles in the rules and By-laws related to the Complaints and Discipline process. The ICRO cannot review the actual merits of any particular complaint.

27.4

The ICRO will either accept that the procedures were fair or refer the complaint back to the Complaints Committee with a recommendation for further action. During the review, if the ICRO receives fresh information the ICRO considers significant, they may refer that information back to the Complaints Committee for further consideration. Where a matter is referred back to the Complaints Committee the ICRO will direct whether the matter must be considered by a different panel than that which first reviewed the complaint.

27.5

The ICRO will notify the complainant and the licensee of the outcome of the review.

27.6

The decision of the ICRO whether or not to refer back to the Complaints Committee is final and not subject to appeal or further review.

27.7

The ICRO shall submit to the Board on a quarterly basis a report of the reviews conducted that quarter, an assessment of the handling of complaints, and recommendations for improvements as the ICRO considers appropriate.

27.8

The ICRO may be assigned as an independent delegate of the Director of Professional Conduct to independently handle any complaints and discipline cases where either the Complainant or the licensee subject to the complaint or discipline case is a Council employee or a member of the Board or its Committees.

28. DISCIPLINE COMMITTEE

28.1 Consider Referrals from Complaints Committee

The Discipline Committee shall consider every complaint referred to it by the Complaints Committee, in accordance with the Tribunal Committee Rules of Procedure.

28.2 Resolution by the Parties

The Complaints Committee, represented by the Director of Professional Conduct (or their delegate) and the licensee (collectively, the “parties”) may agree to resolve the issues in a Discipline Committee proceeding and the Discipline Committee may consider the parties’ settlements or joint proposals in accordance with the Tribunal Committee Rules of Procedure.

28.3 Publication of Information

After a case has been referred to the Discipline Committee, the Council may publish the following information, unless the Discipline Committee has ordered otherwise:

- (a) name of the licensee, Firm or Sole Proprietorship;
- (b) summary of the allegations or information, without any information that would identify the Complainant or individuals other than the licensee, Firm or Sole Proprietorship;
- (c) where applicable, the penalty to be requested by the Council;
- (d) any hearing dates (but not pre-hearing or settlement conference dates);
- (e) any interim Orders that suspend or limit the services provided by the licensee and/or Firm or Sole Proprietorship; and

- (f) any other information that the Discipline Committee may order be published.

28.4 Authority for In Camera Proceedings

The Discipline Committee has authority to conduct a hearing in camera whenever matters involving public security or financial, personal, or other private matters may be disclosed at the hearing if the desirability of avoiding this disclosure outweighs the desirability of the hearing being open to the public.

28.5 Rules of Procedure

The Discipline Committee shall establish and approve Rules of Procedure for matters that are referred to the Tribunal Committee, the form and content of which shall be consistent with principles of procedural fairness. All or part of a Tribunal Committee's Rules may be combined into a Tribunal Committee Consolidated Rules of Procedure.

28.6 Combining Proceedings

If two or more proceedings before one or more Tribunal Committees involve the same licensee, Firm or Sole Proprietorship or the same or similar questions of fact, law or policy, the Committees may, without the consent of the parties, combine the proceedings or any part of them into one proceeding, or may hear the separate proceedings at the same time.

28.7 Interim Orders

In accordance with the procedures for this section set out in the Tribunal Committee Rules of Procedure, at any time, the Discipline Committee may order suspension of licence or registration, or may order any restrictions or conditions on practice pending the outcome of a Disciplinary or Fitness to Practise proceeding on the merits of the complaint, where:

- (a) the Discipline Committee has heard an application by the Council, during which the person complained of is given a fair opportunity to present its reasons for opposing the application, and the Committee has decided the application in favour of the Council, and
- (b) the Discipline Committee is satisfied that the test set out in the Rules of Procedure is met.

28.8 Finding of an Offence

At the conclusion of a hearing, the Discipline Committee shall find that a licensee or Firm has committed an offence if in the Committee's opinion the licensee or Firm has failed to comply with the Professional Conduct Obligations.

28.9 Discipline Committee's Authority to Order

If the majority of members of a Discipline Committee hearing panel finds that a licensee, Firm or Sole Proprietorship has committed an offence, it may make one or more of the following orders:

- (a) revoke the licensee's licence or the Firm's registration for a period stipulated in the Order;

- (b) suspend the licensee's licence or the Firm's registration for a period stipulated in the Order;
- (c) prohibit a licensee whose licence is suspended from using any designation, term, title, initials, or description implying that the licensee is authorized to practise as a licensee during the period of revocation or suspension;
- (d) determine the timing and manner of the return of a Certificate of Licensing to the Council by a licensee whose licence is revoked;
- (e) impose restrictions or conditions on the right of the licensee to practise as a licensee;
- (f) issue a reprimand and, if the Committee considers it appropriate, direct that the reprimand be recorded in the Register and/or published on the Council's website;
- (g) require the licensee or Firm to take any specified rehabilitative measure, including requiring the licensee or any licensee practising through the firm to complete successfully a Remedial Mentoring Program, specified professional development courses or to seek specified counselling or treatment;
- (h) require the licensee or Firm to pay a monetary penalty and/or the Council's reasonable costs of investigation and legal fees for the hearing and specify the amount, timing and manner of payment;
- (i) delay the imposition of a measure under this subsection for a specified period or on specified terms, including the successful completion of specified courses of study;
- (j) direct that a failure to comply with the Committee's Order shall result in the revocation of licence or registration; and
- (k) make any other Order that the Committee considers necessary in the circumstances.

28.10 Additional Authority – Being Ungovernable

If the majority of members of a Discipline Committee hearing panel finds that a licensee is Ungovernable, including:

- (a) repeated failure to respond promptly and adequately to the Council's requests for information or to respond promptly to requests for information or meetings by an investigator appointed by the Registrar or the Complaints Committee;
- (b) substantial abandonment of the licensee's Clients;
- (c) failure to comply promptly and fully with decision or Orders of the Discipline Committee, the Registrar Appeal Committee, or the Fitness to Practise Committee;
- (d) repeated offences under the By-law, Code of Professional Conduct or a Regulation; or

- (e) any other repeated substantial failure or inability to comply with the Professional Conduct Obligations;

it may by Order suspend or revoke the licence of the licensee.

28.11 Costs

The Discipline Committee may award the costs of a proceeding before it against the subject of the proceeding where a determination adverse to the subject of the proceeding was made; or where the subject of the proceeding caused costs to be incurred without reasonable cause or to be wasted by undue delay, negligence, or other default.

28.12 Terms of Costs Award

The costs awarded may include costs incurred by the Council in the investigation, prosecution, and hearing of the matter

- (a) In making any award of costs, the Discipline Committee shall specify the time period in which the costs shall be paid and whether it shall be by a single payment or more than one payment over a specified time.
- (b) If the costs are not paid in full within the specified time, unless there is an arrangement with the Registrar for a payment plan, and payments have been made in accordance with that plan, the licensee shall be automatically suspended for non-payment. That suspension shall remain in force until either full payment has been made or the licence is revoked under section 20.4.

28.13 Effective Date of Committee Order

The final decision and Order of the Discipline Committee takes effect on the day specified in the order.

28.14 Continuing Jurisdiction Despite Suspension, etc.

Any licensee or Firm whose licence or registration is revoked, suspended, or cancelled as a result of disciplinary proceedings remains subject to the continuing jurisdiction of the Council for any investigation or disciplinary proceeding.

28.15 Resumption of Licence or Registration - Right to Apply

Any licensee or Firm whose licence or registration is revoked, suspended, or cancelled as a result of disciplinary or fitness to practise proceedings may, unless prohibited for life, apply after the expiry of the period stipulated in the Order for re-admission as a licensee or re-registration as a Firm in accordance with section 13.2 or section 22.9, as applicable, and on any further terms and conditions the Discipline or Fitness to Practise Committee may require.

28.16 Publication of Discipline Decision, Order and Reasons

- (a) Whenever the Discipline Committee has found that a licensee has committed professional misconduct, the Council shall publish the decision and Order of the

Discipline Committee, together with the written reasons for the decision in accordance with the Tribunal Committee Rules of Procedure;

- (b) All final decisions of the Discipline Committee that limit, revoke, or suspend the licence or registration of a licensee, Firm or Sole proprietorship shall be published on the Council's website with the full name of the licensee, Firm or Sole Proprietorship;
- (c) The Discipline Committee may also order that its decision and/or Order be published in a newspaper or other public media serving the community or communities where or within which the licensee, Firm or Sole Proprietorship resides and/or carries on business.

29. FITNESS TO PRACTISE COMMITTEE

29.1 Responsibilities

The Fitness to Practise Committee shall fulfil its responsibilities in:

- (a) section 37 (Bankruptcy or Insolvency);
- (b) section 38 (Capacity);
- (c) section 28.16 for the re-application or re-registration of a cancelled, suspended, or revoked licensee or Firm; and
- (d) any Regulation established by the Board.

29.2 Other Tribunal Committee Provisions

The following provisions in section 28 apply to the Fitness to Practise Committee, with any necessary variations:

- (a) section 28.2 (Resolution by the Parties);
- (b) section 28.3 (Publication of Information) – except that information about cases referred to the Fitness to Practise Committee that relate to capacity shall be published in accordance with the Tribunal Committee Rules of Procedure;
- (c) section 28.4 (Authority for In Camera Proceedings);
- (d) section 28.5 (Rules of Procedure);
- (e) section 28.6 Combining Proceedings);
- (f) section 28.7 (Interim Orders);
- (g) section 28.11 (Costs) and 28.12 (Terms of Costs Award);

- (h) section 28.13 (Effective Date of Committee Order);
- (i) section 28.14 (Continuing Jurisdiction Despite Suspension);
- (j) section 28.15 (Resumption of Licence or Registration – Right to Apply); and
- (k) section 28.16 (Publication of Discipline Decision, Order and Reasons) – except that decisions and Orders of the Fitness to Practise Committee and the reasons for those decisions, that relate to capacity shall be published in accordance with the Tribunal Committee Rules of Procedure.

30. REGISTRAR APPEAL COMMITTEE

30.1 Appeal of Registrar’s Decisions

The Registrar Appeal Committee shall hear appeals from:

- (a) a Registrar’s decision refusing admission or re-admission to licensing or registration, or granting licensing or registration subject to restrictions or conditions;
- (b) a Registrar’s suspension of the licence of any licensee under section 20.5; and
- (c) the issuance of a Registrar’s Caution or Warning to be placed on the permanent file of a licensee, Firm or Sole Proprietorship.

An appeal may be brought provided that the notice of appeal is in writing and is filed with the Registrar Appeal Committee within thirty (30) days from the date of receipt of the decision and/or Order from which the appeal is taken.

30.2 Other Tribunal Committee Provisions

The following provisions in section 28 apply to the Registrar Appeal Committee, with any necessary variations:

- (a) section 28.2 (Resolution by the Parties);
- (b) section 28.3 (Publication of Information);
- (c) section 28.4 (Authority for In Camera Proceedings);
- (d) section 28.5 (Rules of Procedure);
- (e) section 28.6 (Combining Proceedings);
- (f) section 28.11 (Costs) and 28.12 (Terms of Cost Awards);
- (g) section 28.13 (Effective Date of Committee Order);

- (h) section 28.15 (Resumption of Licence or Registration – Right to Apply); and
- (i) section 28.16 (Publication of Discipline Decision, Order and Reasons)

30.3 Registrar Appeal Committee’s Authority to Order

The Registrar Appeal Committee has the power to determine any question of law or mixed fact and law that arises in an appeal and may:

- (a) confirm the decision of the Registrar;
- (b) overturn, vary, or substitute the decision of the Registrar for such other decision it deems appropriate in the circumstances; or
- (c) dismiss the appeal.

30.4 Effective Date of Registrar Appeal Committee Order

A decision or Order of the Registrar Appeal Committee takes effect on the date the decision or Order is made, unless the Registrar Appeal Committee orders otherwise. The decision, the order, and the reasons for the decision, if available, shall be provided in writing to each party within two (2) Business Days after the writing of the reasons has been completed. A decision or Order of the Registrar Appeal Committee is final.

31. TRIBUNAL COMMITTEE DECISIONS ARE FINAL

31.1 Decisions of the Tribunal Committee are Final

All decisions of the Tribunal Committee are full and final.

32. NOTICE OF CONDUCT

32.1 Council May Take Notice

The Council may, in its discretion, take notice of and act upon any published article or private communication or of any other statement concerning the conduct of a licensee, Firm or Sole Proprietorship.

33. NOTICE OF PROCEEDINGS

33.1 Notice to Other Organizations

If a licensee resigns or is suspended, or their licence is revoked or cancelled, the Council will give notice to CBSA, IRCC, IRB, any provincial or territorial registries of immigration/citizenship consultants programs, and any Provincial Nominee Program including the name of such licensee and the reasons for the action taken.

34. OBLIGATION TO REPLY TO COUNCIL REQUESTS

34.1 Mandatory Reply to Council

Unless an extension of time in which to reply is approved by the Registrar or the Director of Professional Conduct (or the delegate of either), a licensee or Firm shall reply in writing to any written communication from the Council or an investigator retained by the Council, about a disciplinary issue in which a reply is specifically requested, within thirty (30) days of the date the licensee or Firm receives the request.

34.2 Failure to Participate in Hearing

Unless an extension of time in which to appear is approved by the Registrar or the Director of Professional Conduct (or the delegate of either), any licensee, Sole Proprietorship or Firm who does not attend a hearing or other proceeding of the Discipline Committee, the Fitness to Practise Committee, or the Registrar Appeal Committee shall be suspended by the Registrar from the rights and privileges of licensing or registration from the date on which the Council gives notice of the suspension to the licensee or Firm. Such suspension shall remain in effect until the licensee or Firm attends the hearing stipulated in such notice when the suspension will be lifted. Should the licensee or Firm, without leave from the Registrar, fail to attend a hearing of such Committee for more than ninety (90) days from the date of suspension, the Registrar shall revoke the licence or registration of the licensee or Firm.

34.3 Ex Parte Proceedings

Notwithstanding section 34.2, provided notice was given in accordance with the Tribunal Committee Rules of Procedure, a hearing or other proceeding of the Discipline Committee, the Fitness to Practise Committee, or the Registrar Appeal Committee, may proceed in the absence of the licensee, Sole proprietorship or Firm who is the subject of the hearing or other proceeding and the Committee may make such order(s) at it considers appropriate in the circumstances.

35. APPLICATION TO FORMER LICENSEES

35.1 Continued Application to Former Licensees

Sections 24 to 34 apply with necessary modifications to an individual who resigns as a licensee or whose licence is revoked or cancelled or otherwise terminated, provided that no investigation of such a licensee shall be commenced unless the conduct comes to the attention of the Council before the sixth anniversary of the day on which the individual ceased to be a licensee.

36. LEARNING AND DEVELOPMENT

36.1 Continuous Professional Learning and Development Required

Every licensee shall undertake CPD and shall demonstrate compliance with the requirements as set out in this section 36 and the Regulations, unless the licensee is exempt from such requirements under the provisions of the Regulations.

36.2 Regulations Prescribe CPD

The Board may, by Regulation prescribe:

- (a) content and required minimum amount of continuous professional learning and development;
- (b) the reporting and document retention requirements;
- (c) the penalties and procedures applicable to non-compliance with the continuous professional learning and development provisions of this section 36 and the Regulations; and
- (d) the exemptions available from the continuous professional learning and development obligations.

36.3 Licensee Annual CPD Reports Required

Every licensee subject to the continuous professional learning and development requirement of this section 36 and the Regulations shall submit annually, on or before the due date prescribed by Regulation, a report in the prescribed form outlining their professional development activities.

36.4 Practice Management Education Included

For greater certainty, Continuous Professional Learning and Development includes but is not limited to Practice Management Education.

37. BANKRUPTCY OR INSOLVENCY

37.1 Licensee Report Required

A licensee or Firm shall notify the Registrar in writing within fifteen (15) days after the occurrence pursuant to the Bankruptcy and Insolvency Act or the Companies Creditors Arrangement Act, as applicable, of any of the following events:

- (a) becoming a bankrupt;
- (b) making a proposal to creditors;
- (c) becoming the subject of a formal proceeding as an insolvent debtor; or
- (d) having a business of which the licensee is an owner placed under a receiving order or the Firm being placed under a receiving order.

37.2 Information Required from Licensee

After receiving notice under section 37.1, the Registrar may require a licensee or Firm to provide the Registrar with one or more of the following:

- (a) all documentation required pursuant to the *Bankruptcy and Insolvency Act* or *Companies Creditors Arrangement Act*, as applicable, in respect of the bankruptcy, proposal to creditors, formal proceeding as an insolvent debtor, or receiving order, as

- applicable; or alternatively an undertaking to provide such documentation as soon as it becomes available;
- (b) the statement of claim and defence in respect of any civil litigation pertaining to an insolvency proceeding, if such proceeding has been reported, or an undertaking to provide such documentation as soon as it becomes available;
 - (c) such documents relating to the financial circumstances of the licensee or Firm as are prescribed in the Regulations;
 - (d) a declaration granting the Council permission to access information or documentation relating to the bankruptcy, proposal to creditors, insolvency proceeding or receivership order directly from or through one or more of the trustees in bankruptcy, the Superintendent of Bankruptcy, or the Official Receiver as applicable; and
 - (e) such other documentation or information as may be prescribed in the Regulations.

37.3 Authority of Registrar

The Registrar (or their delegate) shall review every matter referred to it under section 37.1 and may, for purposes of its review:

- (a) require that the licensee or Firm provide any document or information referred to in section 37.2 within the time and in the manner specified by the Registrar;
- (b) investigate the matter;
- (c) require the licensee or Firm to continue to provide relevant information and documentation until the applicable bankruptcy or insolvency event is complete; or
- (d) take no further action.

37.4 Where Risk of Harm

If the Registrar receives any document or information under subsection 37.2(c) suggesting, in the discretion of the Registrar, that the circumstances of the licensee's or Firm's bankruptcy or insolvency event indicate a risk of harm to any person, the Registrar may by Order do one or more of the following:

- (a) suspend the licensee's licence or the Firm's registration;
- (b) impose restrictions or conditions on the right of the licensee to practise as a licensee;
- (c) make any other Order, other than revoking the licensee's licence, or cancelling the Firm's registration, that the Registrar considers appropriate in the circumstances.

37.5 Appeal of Registrar's Decisions

A decision of the Registrar made pursuant to this section 37 may be appealed by the licensee to the Fitness to Practise Committee, provided that the notice of appeal is in writing and is filed with the Fitness to Practise Committee within thirty (30) days from the date of receipt of the decision and/or Order from which the appeal is taken.

37.6 Failure to Report

Where the Registrar becomes aware that a licensee or Firm has been the subject of any occurrence for which notice to the Registrar is required pursuant to section 37.1 and the licensee or Firm has not provided such notice, the licence of the licensee or registration of the Firm shall be suspended from the date on which the Registrar gives notice of the suspension to the licensee or Firm. Such suspension shall remain in effect until the licensee or Firm has provided the Registrar with the required written notice and all documentation requested by the Registrar, and received notice from the Registrar such suspension has been lifted. The failure to report the occurrence may be referred to the Complaints Committee for investigation.

37.7 Failure to Provide Documentation

Unless an extension of time in which to reply is approved by the Registrar, the licence of any licensee or registration of any Firm who or that does not provide the documentation requested by the Registrar within thirty (30) days of the date of the Registrar's request pursuant to section 37.2 shall be suspended from the date on which the Registrar gives notice of the suspension to the licensee or Firm. Such suspension shall remain in effect until the requested documentation is provided and the Registrar has given notice that such suspension has been lifted. The failure to provide such documentation may be referred to the Complaints Committee for investigation.

37.8 Failure to Comply with Order

The licence of a licensee or registration of a Firm who or that fails to comply with an Order of the Registrar in the manner and within the timeframe specified in the Order shall be suspended from the date upon which the licensee or Firm is not in compliance until the date on which the licensee or Firm satisfies the Registrar that the terms have been fulfilled and the Registrar orders that the licence or registration be reinstated.

37.9 Where Professional Misconduct

If the Registrar while considering information provided by a licensee or Firm under this section 37 becomes aware of any act, omission, matter or thing on the part of the licensee or Firm that the Complaints Committee or Discipline Committee is empowered to review and investigate pursuant to the By-laws, the Registrar may bring such act, omission, matter or thing to the attention of the Complaints Committee or the Discipline Committee for review and investigation pursuant to the By-laws.

37.10 Automatic Revocation of Licence or Registration

The licence of a licensee or registration of a Firm that has been suspended and continues to be suspended pursuant to this section 37 shall automatically be revoked as of the third anniversary date of the effective date of the suspension.

37.11 Resumption of Licence – Right to Apply

Any licensee whose licence is revoked pursuant to section 37 may apply for re-admission as a licensee in accordance with section 13.2 of the By-laws and on such further terms and conditions as the Fitness to Practise Committee may require in each case.

38. CAPACITY

38.1 Meaning of Incapacity

For the purposes of section 38, a licensee is incapacitated if, by reason of physical or mental illness, condition, or disorder, they are Incapable of meeting their obligations under the By-laws, Regulations, or Code of Professional Conduct.

38.2 Council to Investigate Incapacity

If the Council receives information suggesting that a licensee is incapacitated, the Council may investigate the matter.

38.3 Referral to Fitness to Practise Committee

Following an investigation under section 38.2, the Council may apply to the Fitness to Practise Committee for a determination of whether the licensee is incapacitated.

38.4 Examination for Clinical Opinion

If the Fitness to Practise Committee determines that it is necessary to obtain the opinion of a physician or a psychologist in order to determine whether a licensee is incapacitated, the Fitness to Practise Committee may, on its own or on motion, order the licensee to undergo a medical or psychological examination. The examining physician or psychologist shall be specified by the Fitness to Practise Committee after giving the Council and the licensee an opportunity to make representations.

38.5 Where Licensee or RISIA Refuses Examination

If the licensee fails to comply with an Order of the Fitness to Practise Committee under section 38.4, the Fitness to Practise Committee may make an Order suspending their licence until the licensee complies.

38.6 Examination Report

Following the examination of the licensee, the physician or psychologist shall provide to the Fitness to Practise Committee:

- (a) an assessment of whether the licensee is incapacitated;
- (b) an assessment of the extent of any incapacity; and
- (c) any further information respecting the medical or psychological issues in the case.

38.7 Admissibility of Information

Information provided by the licensee to a physician or psychologist during a medical or psychological examination is not admissible in evidence except:

- (a) in an application under section 39.2, and in any proceeding in court arising from or relating to the application; and
- (b) in an application under section 39 for a custodianship order, including any appeal, and in any proceeding in court arising from or relating to the application.

38.8 Fitness to Practise Committee Authority

If the Fitness to Practise Committee determines that the licensee is incapacitated, the Fitness to Practise Committee may by Order:

- (a) suspend the licensee's licence;
- (b) impose restrictions or conditions on the licensee's right to practise; or
- (c) make any other Order, other than revoking the licensee's licence, that the Fitness to Practise Committee considers necessary to protect the public interest.

39. CUSTODIANSHIP

39.1 Court Application for Custody

Where the Registrar has information or reason to believe on the balance of probabilities that any of the following situations have occurred:

- (a) a licensee has died or disappeared;
- (b) a licensee is incapacitated within the meaning of section 38.1;
- (c) a licensee's licence has been suspended or revoked or otherwise terminated;
- (d) a licensee has neglected or abandoned their practice without making adequate provision for the protection of their Clients' interests;
- (e) a licensee has failed to conduct their practice in accordance with any restriction or condition to which they are subject under the By-laws as applicable; or

- (f) there are reasonable grounds for believing that other circumstances exist in respect of a licensee or their practice that make an Order under section 39.1 necessary for the protection of the public;

the Council may, in accordance with the law of the jurisdiction where the licensee resides or carries on business, upon notice to the licensee (or the licensee's estate, as the case requires), move before a Justice of a court of competent jurisdiction for an Order that all or part of the property that is or should be in the possession or control of the licensee be given into the custody of a custodian appointed by such court.

39.2 Application if Licence Terminated

Section 39 applies with necessary modifications:

- (a) in respect of an individual who resigns as a licensee or whose licence is revoked or otherwise terminated;
- (b) to property that is or should be in the possession or control of an individual referred to in section 39.3, before or after they cease to be a licensee.

39.3 Property Defined

In this section 39, property means any property wherever it may be located, that is or should be in the possession or control of a licensee of the Council in connection with:

- (a) the business operations relating to the licensee's practice;
- (b) the business or affairs of a Client or former Client of the licensee;
- (c) an estate for which the licensee is or was executor, administrator or administrator with the will annexed;
- (d) a trust of which the licensee is or was a trustee;
- (e) a power of attorney under which the licensee is or was the attorney; or
- (f) a guardianship under which the licensee is or was the guardian.

40. PRACTICE INSPECTIONS AND COMPLIANCE AUDITS

40.1 Council May Conduct

Licensees and Firms will be subject to compliance audits and inspections (including, without limitation, inspections and assessments in accordance with the Quality Management Program, and financial inspections) by representatives of the Council from time to time in accordance with policies and Regulations established by the Board from time to time. The costs to the Council of an audit or

inspection respecting the practice of a licensee or Firm shall be borne by the licensee or Firm in accordance with policies and Regulations established by the Board from time to time.

41. PROFESSIONAL LIABILITY INSURANCE

41.1 Regulation to Prescribe Insurance Requirements

Licensees and Firms will be subject to professional liability insurance requirements in accordance with the Act and Regulations established by the Board from time to time.

E. THE BOARD OF DIRECTORS

42. COMPOSITION

42.1 Initial Organization of the Board

During the transitional period from November 23, 2021 to the day before the day on which an Order by the Minister fixing the number of Directors under subsection 17(2) of the Act comes into force ("transitional period"), the Board shall be composed of nine (9) Directors, five (5) of which are to be appointed by the Minister. Of the four (4) other Directors, two (2) shall be the persons who held the positions of Chair and Vice-Chair of the Board immediately before November 23, 2021, and the two (2) others are to be selected by that Chair from among the licensees who were members of the Board immediately before that date on the recommendation, if any, of the Board. The nine (9) Directors shall hold office for a term that ends on the day on which the transitional period ends.

The five (5) Directors appointed by the Minister are deemed to be Appointed Directors and the four (4) other Directors are deemed to be Elected Directors.

42.2 Post Transitional Period Board

Pursuant to the Act, the Minister may by order, fix the number of Directors and the number of Directors that are to be appointed to the Board by the Minister and appoint those Directors.

43. QUALIFICATIONS

43.1 Ineligibility

No individual shall be eligible for nomination, election, or appointment to, or service on, the Board as a Director:

- (a) with respect to an Elected Director, unless they are and continue to be a Licensee In Good Standing;
- (b) unless they are and continue to be a Canadian citizen or permanent resident of Canada, as defined in subsection 2(1) of the Immigration and Refugee Protection Act, as amended;

- (c) unless they are eighteen (18) or more years of age;
- (d) if they are Incapable;
- (e) if they are a person who has the status of a bankrupt;
- (f) with respect to an Appointed Director, if they are a licensee;
- (g) with respect to an Appointed Director, if they are employed in any capacity in the federal public administration;
- (h) with respect to an Elected Director, if they have been or are convicted of any criminal, regulatory or similar offence which the Governance and Nominating Committee determines in its sole discretion would render that individual unfit or inappropriate to act as a Director;
- (i) if they are or become, or an Immediate Family member is or becomes, a full-time or part-time employee of the Council;
- (j) if they are or become, or an Immediate Family member is or becomes, a member of the Board or a full-time or part-time employee of any Organization with which the Council has a contract or from whom the Council receives goods or services, or any other Regulatory Body, unless the Governance and Nominating Committee in its sole discretion determines that there is no apparent conflict of interest;
- (k) if they are or become, or an Immediate Family member is or becomes, a member of any of the following Committees of the Council:
 - Complaints Committee;
 - Discipline Committee;
 - Registrar Appeal Committee; or
 - Fitness to Practise Committee;
- (l) with respect to an Elected Director, if they are subject to a final determination of guilt in respect of any charge laid against such Elected Director pursuant to the By-laws and adjudicated by the Discipline Committee, and any court or tribunal having jurisdiction, all rights of appeal and review having been exhausted or waived;
- (m) if they institute or have instituted any suit, action, or other proceeding against the Council in any court or with any tribunal, agency, or commission;
- (n) if the Council institutes or has instituted any suit, action or other proceeding against them in any court or with any tribunal, agency, or commission;

43.2 Committee Member's Eligibility Requirements

The provisions of section 43.1 apply with necessary variations to service on a Standing Committee or other Committees of the Council.

44. ELECTION OF ELECTED DIRECTORS

At each Annual Meeting after the transitional period, a number of Elected Directors equal to the number of Elected Directors retiring plus any vacancies of Elected Directors then outstanding shall be elected.

45. TERM

Each Elected Director shall be eligible for election for two (2) three (3)-year terms and thereafter is not eligible for re-election until a period of eleven (11) months or more has elapsed from the date of retirement of such Director. In determining an Elected Director's length of service, service before the coming into force of this By-law shall be included. Where an Elected Director is appointed to fill a vacancy on the Board, the partial term shall be excluded in the calculation of the maximum years of service.

46. SANCTION FOR BREACH OF BOARD'S CODE

46.1 Meaning of "Board's Code"

For the purpose of section 46, "Board's Code" includes the Code of Business Conduct and Ethics and the Conflict of Interest Policy and such replacement and/or other similar documents as the Board may determine from time to time.

46.2 Board Consider Allegations of Breach

If an alleged breach by an Elected Director of the Board's Code is brought to the attention of the Board, the Board shall make inquiries into the matter and shall, based on the results of the inquiries, determine whether the Director has breached the Board's Code.

46.3 Board Authority Upon Breach of Code

If the Board determines that the Director has breached the Board's Code, the Board may impose one or more of the following sanctions:

- (a) censure of the Director in whatever way or ways the Board may consider in its sole discretion to be appropriate;
- (b) remove the Director as a member of one or more Committees of the Board;
- (c) any other action the Board may consider in its sole discretion to be appropriate.

46.4 Board Process Upon Alleged Breach

If the Board determines that the Director has breached the Board's Code:

- (a) the Board shall give the Director written notice of the determination and of any sanction imposed by the Board;
- (b) such notice shall inform the Director that they may make written submissions to the Board in respect of the determination or sanction by a date specified in the notice that is at least fourteen (14) days after the notice is received by the Director; and
- (c) the Board shall consider any submissions made by the Director in accordance with subsection 46.4(b) and shall confirm or revoke the determination within fourteen (14) days after the submissions are received.

46.5 When Determination Revoked, Sanction Revoked

If the Board revokes a determination under subsection 46.4(c), any sanction imposed by the Board is revoked.

46.6 Confirmation of Sanction When Determination Confirmed

If the Board confirms a determination under subsection 46.4(c), the Board shall, within the time referred to in that section, confirm, vary, or revoke the sanction.

46.7 Effective Date Upon Variation

If a sanction is varied or revoked under section 46.6, the variation or revocation shall be deemed to be effective as of the date the original determination was made under section 46.4.

46.8 Subject Director to Absent Self

A Director who is alleged to have breached the Board's Code shall withdraw from the meeting at which the matter is considered for the duration of any discussions and deliberations relating to the matter and shall not vote or seek to influence the vote of any other Director, on the matter.

46.9 Minutes to Record

The passage of a resolution to take any of the actions described in sections 46.2, 46.3, 46.4 and 46.6 shall be recorded in the minutes of the meeting.

47. SUSPENSION AND CESSATION OF COMMITTEE MEMBERSHIP

47.1 Suspension of Rights of Director Charged

When the Chair of the Governance and Nominating Committee has served an Elected Director or a licensee who is a member of a Committee of the Council with written notice of allegations of misconduct against such Elected Director or licensee to be adjudicated upon by the Discipline Committee, the rights of such Director or Committee member to attend meetings of the Board and any

Committee of the Council and to vote thereat will be suspended until such charges have been finally adjudicated upon by the Discipline Committee, and any court or tribunal having jurisdiction in the matter, all rights of appeal and review having been exhausted or waived.

47.2 Effect of Cessation of Qualifications

An individual will cease to be qualified to continue to hold office as a member of any Committee of the Council in the event of:

- (a) a final determination of guilt against such individual in respect of any charge laid against such individual pursuant to the By-laws and adjudicated by the Discipline Committee, and any court or tribunal having jurisdiction, all rights of appeal and review having been exhausted or waived;
- (b) such individual ceasing to be a licensee In Good Standing;
- (c) such individual ceasing to be a licensee; or
- (d) in the case of a Director, ceasing to be a Director,

and will automatically be deemed to have resigned as a member of any Committee of the Council upon the occurrence of any such event, unless otherwise determined by the Board.

48. VACANCY ON THE BOARD

48.1 Deemed Vacancy

The office of an Elected Director will be deemed to be vacated if that individual:

- (a) dies or, by notice in writing to the Board, resigns their office;
- (b) ceases to be qualified under section 43.1 to hold the office of Director; or
- (c) is absent from three (3) meetings of the Board or a Committee or a combination thereof in any one (1) year period without the consent of the Board or the Committee, as the case may be.

48.2 Filling of Vacancy – Board

Individuals may be appointed by the Board to fill any vacancy among Elected Directors occurring at any time other than at an annual election provided that the vacancy will be filled by a person meeting the qualifications set out in section 43. The Board will appoint such individuals to fill any vacancy for the remainder of the unexpired term provided the number of remaining Directors constitutes a quorum.

48.3 When Filling of Vacancy Unnecessary

Notwithstanding section 48.2, where a vacancy in the office of Elected Director occurs within ninety (90) days of the expiration of that Director's term, the Board may, but need not, fill such vacancy.

49. DUTIES AND POWERS OF BOARD

49.1 Powers of the Board

The Board shall manage, or supervise the management of, the Council's activities and affairs and may, for those purposes, exercise all of the powers conferred on the Council under the Act.

49.2 Exceptions

The Board may delegate any of the powers, duties and functions conferred on it under the Act, except the powers:

- (i) to amend or repeal Government Regulations;
- (ii) to make By-laws; and
- (iii) to approve audited annual financial statements.

49.3 Compliance Required

Each Director will at all times comply with the provisions of the Act, Government Regulations, By-laws, Regulations, and policies of the Council, and will exercise the powers and discharge the duties of their office honestly and in good faith with a view to the best interests of the Council and in furtherance of the purposes of the Council. Each Director will:

- (a) endeavour to take part in the Committee work of the Council and serve actively during their term of office on any Committees or committees to which they have been appointed;
- (b) endeavour to be present at and to participate in the Annual Meeting and any General Meeting;
- (c) perform such duties on behalf of the Council as may be requested, including attendance at local functions as a representative of the Council; and
- (d) ensure that confidential matters coming to their attention in such individual's capacity as a Director are not disclosed by them except as required for the performance of their duties or as may be directed by the Board or by the Chair or, if such Director holds the office of Chair, by the Board.

F. OFFICERS

50. ELECTION AND APPOINTMENT OF OFFICERS

50.1 Election of Chair and Vice-Chair

At the first meeting of the Board held after each Annual Meeting, the Board will elect a Chair and a Vice-Chair from among the Directors. Any Officers so elected shall remain in office until their successors are elected.

50.2 Chair to Preside

The Chair shall preside at all meetings of the Council and the Board. In the absence of the Chair or at their request, the Vice-Chair shall act as Chair.

50.3 Appointment of President & Chief Executive Officer

The Board will appoint a President & Chief Executive Officer who will hold office until the appointment is terminated by the Board. The President & Chief Executive Officer will be responsible directly to the Board for the administration, organization, operation, efficiency, and discipline of the holders of offices of the Council.

50.4 Appointment of Other Officers

The Board may appoint other Officers and agents with such titles as the Board may prescribe from time to time as it considers necessary.

50.5 Appointment of Registrar

The Board will appoint a Registrar who will hold office for a term of not more than five (5) years. The Registrar may be reappointed for terms of not more than five (5) years each.

50.6 Removal of Registrar

The Registrar shall hold office during good behaviour and may be removed for cause by the Board.

50.7 Duties of Registrar

The duties and responsibilities of the Registrar are set forth in the Act, By-laws and Regulations.

51. REMUNERATION OF OFFICERS

51.1 Remuneration Fixed by Board

The remuneration, if any, of any Officer of the Council who is not an employee of the Council will be determined from time to time by the Board.

51.2 Remuneration of President & Chief Executive Officer

The remuneration of the President & Chief Executive Officer will be determined from time to time by the Board.

52. REMOVAL OF OFFICERS

52.1 Removal by Resolution of the Board

The Board may by resolution remove any Officer from office at any time.

53. VACANCIES

53.1 Filling of Vacancy – Officer

If the office of any Officer becomes vacant by reason of death, resignation, disqualification or otherwise, the Board may appoint a replacement to fill such vacancy.

54. DUTIES OF OFFICERS

54.1 Officers' Duties Prescribed

In addition to any powers and duties provided in the Act, all Officers shall have the powers, and term of office, and perform the duties set out in the By-laws, or from time to time prescribed by the Board by Regulation or otherwise.

55. DELEGATION OF DUTIES

55.1 Delegation by Resolution of the Board

Subject to the provisions of the Act, the Board may delegate, by resolution, the powers of any Officer to a Director or another individual for such period and on such terms as the Board deems necessary. Except where otherwise restricted by the Board, any Officer may delegate to another person any of the powers of such Officer but shall remain responsible for whatever powers that other person exercises.

G. COMMITTEES

56. STANDING COMMITTEES

56.1 Standing Committees

Subject to the provisions of section 56.5, the Board will appoint the Chair, Vice-Chair, and sufficient members to meet the mandates of the following Standing Committees:

- (a) Finance and Audit Committee
- (b) Governance and Nominating Committee

56.2 Tribunal Committees

Subject to the provisions of section 56.5, the Board will appoint the Chair, one or more Vice-Chairs, and sufficient members to meet the Mandate of the following Tribunal Committees:

- (a) Registrar Appeal Committee
- (b) Complaints Committee
- (c) Discipline Committee
- (d) Fitness to Practise Committee

56.3 Tribunal Committee Members *Ex Officio*

A member of the Discipline Committee, the Fitness to Practise Committee, or the Registrar Appeal Committee is *ex officio* a member of the other of such Committees, other than the Complaints Committee, and may be seconded to serve on a panel of one of these other Committees.

56.4 Committees, Taskforces and Working Groups May Be Appointed

The Board may also from time to time appoint such other Committees, Advisory Committees, Taskforces, and Working Groups consisting of licensees or other individuals as the Board considers desirable to assist it in the management of the affairs of the Council.

56.5 GNC Recommendation for Appointments

The Governance and Nominating Committee shall recommend to the Board the names of candidates for the Chair, Vice-Chair, and members of each Standing Committee and Tribunal Committee.

56.6 Chair's Right to Attend Committee Meetings

The Chair of the Board shall be entitled to notice of and to attend and to speak at every Committee, Standing Committee, Taskforce and Working Group meeting but shall not be entitled to vote; and unless present, shall not be counted for the purpose of the quorum. The Chair may attend and speak at non-hearing business meetings of the Tribunal Committees.

56.7 Independent Complaints Review Officer

At the first or second meeting of the Board after each Annual Meeting, the Board shall appoint or re-appoint an individual as the ICRO to perform the duties set out in the By-law and Regulation.

57. REVOCATION OF APPOINTMENT

57.1 Board Authority to Revoke Appointment

The appointment by the Board of any licensee or other individual to a Standing Committee, Tribunal Committee, or other Committee, Taskforce or Working Group may be revoked at any time by the Board.

58. COMPOSITION OF COMMITTEES

58.1 Board to Determine Composition

Each Standing Committee, Tribunal Committee, Committee, Taskforce or Working Group will be constituted in such manner as the Board may determine from time to time.

59. GENERAL PROVISIONS RESPECTING COMMITTEES

59.1 Board May Prescribe Committee Procedures

The convening of and procedure at meetings of each Standing Committee and other Committees established by the Board will be conducted in the manner established by the Board from time to time in the terms of reference for each Standing Committee and each other Committee or in a separate policy.

59.2 Board May Prescribe Committee Duties

The Board may, in addition to any duties imposed by the By-laws, impose such duties on any Standing Committee or Committee, other than the Tribunal Committee, and their respective members as it considers appropriate from time to time.

59.3 Committees to Report to the Board

All Standing Committees and other Committees established by the Board will report their activities directly to the Board unless otherwise directed by the Board.

59.4 Where Board Approval Required

No resolution of any Standing Committee or other Committee, other than decisions of the Complaints Committee, the Discipline Committee, the Fitness to Practise Committee, or the Registrar Appeal Committee in respect of any proceeding, or decisions of the Governance and Nominating Committee, as expressly provided for in the By-laws, will be binding on the Board unless and until approved by the Board.

59.5 Tribunal Committees May Sit in Panels

The Complaints Committee, the Discipline Committee, the Registrar Appeal Committee and the Fitness to Practise Committee may sit in panels of one (1), two (2), or three (3) members, and a decision of a majority of the panel of each such Committee constitutes the decision of the Committee. Other Standing Committees, Taskforces and Working Groups and other Committees established by the Board may sit in panels as the Board may determine from time to time. Where a Committee is authorized by the Board to sit in panels, a decision of a panel of a Committee constitutes the decision of the Committee. Where there

is a panel of two (2) members and the two (2) members cannot agree on a decision, the decision of the panel will be the decision of the member designated as the presiding member of the panel.

H. SUPPLEMENTAL: THE BOARD, COMMITTEES AND OFFICERS

60. MEETINGS OF THE BOARD

60.1 Who May Call Board Meeting

Meetings of the Board will be called by the Chair, the Vice-Chair or a majority of the Directors.

60.2 Notice of Board Meeting

Notice of a meeting of the Board will be given not less than seven (7) days (exclusive of the day on which the notice is delivered, mailed, or sent by electronic mail or otherwise transmitted but inclusive of the day for which notice is given) before the meeting is to take place.

60.3 Board Meetings Without Notice

Subject to section 60.7, meetings of the Board may be held at any time without notice if all Directors are present or if any Directors who are absent have signified their consent in writing at any time to the meeting being held in their absence.

60.4 Waiver of Notice

Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived at any time by any Director.

60.5 Agenda to Be Included

A notice of a meeting of the Board will contain an agenda setting out in reasonable detail all matters to be discussed and all business to be transacted at that meeting.

60.6 Presence of President & Chief Executive Officer

Except when the matter under consideration consists of their employment, discipline, remuneration or dismissal, the President & Chief Executive Officer shall be entitled to notice of and to attend and to speak at every meeting of the Board and every Committee, Standing Committee, Taskforce and Working Group but shall not be entitled to vote. The President & Chief Executive Officer may attend and speak at non-hearing business meetings of the Tribunal Committees.

60.7 Meeting After Annual Meeting

The first meeting of the Board after each Annual Meeting may be held without formal notice to the members thereof if a quorum is present.

60.8 Minimum Number of Board Meetings

There shall be a minimum of one (1) meeting of the Board held in each year.

60.9 Meetings by Teleconference or Videoconference

Members of the Board or a Committee may participate in a meeting of the Board or Committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting. At the outset of each such meeting, and whenever votes are required, the chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time, and place.

60.10 Quorum of the Board

A quorum for the transaction of all matters and business before the Board shall consist of a majority of the Directors.

60.11 Voting at Meetings of the Board

Every question arising at any meeting of the Board will be decided by a majority of votes cast. Each Director will be entitled to one vote. Any motion on which there is an equality of votes is lost.

60.12 Public Board Meetings

Subject to the in camera rules set forth in the In Camera Board Meeting Policy, meetings of the Board shall be open to the public.

60.13 Minutes of the Board Meetings

A copy of the minutes of each meeting of the Board will be provided to each Director and the public in accordance with the Act.

60.14 In Camera Meetings

An observer designated by the Minister under section 76 of the Act is entitled to attend meetings of the Board that are held in camera.

61. REMUNERATION OF DIRECTORS AND COMMITTEE MEMBERS

61.1 Entitlement to Compensation

A Director, Officer and Committee member shall be paid reasonable compensation, as established from time to time by resolution, for services as a Director, Officer, or Committee member (as the case requires), which amount may vary according to the role and services actually performed; and the aggregated annual amount thereof paid in a fiscal year shall be reported to each Annual Meeting.

61.2 Remuneration for Special Services

The President & Chief Executive Officer may also award special remuneration to any licensee undertaking any special services on behalf of the Council and confirmation of any such award by the licensees will not be required.

62. EXPENSES OF THE BOARD AND COMMITTEES

62.1 Reasonable Expenses Payable

The reasonable travelling and other expenses properly incurred by Directors and members of Committees of the Council in attending meetings of the Board or of any Committee shall be reimbursed by the Council in accordance with guidelines established by the Board from time to time upon submission to the Council of bona fide statements or vouchers for such expenditures, in accordance with policies established by the Board.

63. CONFLICT OF INTEREST

63.1 Interest Declaration Required

Any Director, Officer or Committee member who has an interest, directly or indirectly, in a matter to be discussed at a meeting, proposed contract or transaction or in a contract or transaction with the Council shall declare the nature and extent of their interest in the matter, contract or transaction, in writing or by requesting to have it entered in the minutes of the meeting; and shall, before, during and after any meeting of the Board or a Committee, Tribunal Committee, Taskforce or Working Group, refrain from influencing or attempting to influence any consideration or vote on such matter.

63.2 Timing of Declaration

In the case of a matter to be discussed at a meeting, proposed contract or transaction, the Director, Officer or Committee member will declare their interest at the meeting of the Board or Committee at which the matter or question of entering into the contract or transaction is first taken into consideration or if they are not present at such meeting, then at the first Board or Committee meeting held thereafter. If the Director is not at the date of that meeting interested in the matter, proposed contract or transaction, they will make the declaration at the first Board or Committee meeting which is held after they become interested in the matter, proposed contract or transaction. In the case where the Director becomes interested in a matter, contract or transaction after it is made, the Director will declare their interest at the first Board or Committee meeting held after they become so interested.

63.3 Prohibition on Contracts

Directors, Officers and their immediate families will not enter into any proposed contract or transaction to provide goods or services to the Council:

- (a) except on a competitive bid basis or other basis in writing; and

- (b) unless the Director or Officer has declared any interest therein, and they have absented themselves from the meeting at which the question of entering into the contract or transaction is considered and they have refrained from voting thereon.

63.4 Vote Prohibited When Possess Interest

Directors, Officers or Committee members will not vote on any matter, proposed contract or transaction or on a contract or transaction with the Council in which they have a direct or indirect financial interest and will declare the details of such interest prior to the discussion and vote on such matter.

63.5 Requirement to Withdraw from Meeting

Any Director, Officer or Committee member who has declared an interest in any matter, proposed contract or transaction or contract or transaction or other financial interest with the Council which is being discussed will absent themselves during the discussion of and vote upon the matter and the event will be recorded in the minutes.

63.6 Registration of Director Interests

Any Director or Officer who, either directly or through an Immediate Family relationship, has an involvement with the Council as a user or provider of the facilities and/or services of the Council will register in writing with the Council the nature of the relationship. Any matters that come before the Board or Committee that appear to raise an issue of actual or potential conflict of interest for a Director or Officer arising from such relationship may be raised by that Director or Officer, or any other Director for discussion and if, in the judgment of the Board, a conflict exists then the Director or Officer with the conflict will be entitled to speak to the issue but not vote or be present for the vote. In any determination by the Board or Committee as to whether a conflict arising out of such a relationship exists, the Director or Officer who is the subject of the discussion will be entitled to speak to the issue but will not vote or be present for such vote.

64. INSURANCE AND PROTECTION OF DIRECTORS AND OFFICERS

64.1 Insurance

The Council shall maintain appropriate liability insurance for the benefit of the Council and each person acting or having previously acted in the capacity of Director, Officer, or any other capacity at the request of or on behalf of the Council, which insurance shall include:

- (a) property and public liability insurance;
- (b) Directors' and Officers' liability insurance;

and may include

- (c) such other insurance as the Board sees fit from time to time;

with coverage limits in amounts per occurrence, with aggregate maximum limits and with insurers, all as deemed appropriate by the Board from time to time.

The Council shall ensure that each Director and Officer is added as a named insured to any policy of Directors' and Officers' insurance maintained by the Council.

No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Council.

It shall be the obligation of any person seeking insurance coverage or indemnity from the Council to cooperate fully with the Council in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Council.

64.2 Directors and Officers Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past Director or Officer of the Council shall be personally liable for any loss or damage or expense to the Council arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Director or Officer or of any other Director or Officer or employee, servant, agent, volunteer or independent contractor arising from any of the following:

- (a) insufficiency or deficiency of title to any property acquired by the Council or for or on behalf of the Council;
- (b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Council shall be placed out or invested;
- (c) loss or damage arising from the bankruptcy or insolvency of any person, firm or Organization including any person, firm, or Organization with whom or which any monies, securities or effects shall be lodged or deposited;
- (d) loss, conversion, misapplication, or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Council;
- (e) loss, damage, or misfortune whatever which may occur in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto; and
- (f) loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

64.3 Indemnification of Directors and Officers

Every person (in this section referred to as a "protected person"), including the respective heirs, executors and administrators, estate, successors and assigns of the person, who:

- (a) is a Director; or
- (b) is an Officer of the Council; or

- (c) is a member of a Committee; or
- (d) has undertaken, or, with the direction of the Council is about to undertake, any liability on behalf of the Council or any Council controlled by the Council, whether in the person's personal capacity or as a Director or Officer or employee or volunteer of such Council;

shall be indemnified and saved harmless (including, for greater certainty, the right to receive the first dollar payout, and without deduction or any co-payment requirement) from and against all costs, charges, and expenses which such protected person sustains or incurs:

- (e) in or in relation to any demand, action, suit or proceeding which is brought, commenced, or prosecuted against such protected person in respect of any act, deed, matter, or thing whatsoever, made, done, or permitted or not permitted by such protected person, in or in relation to the execution of the duties of such office or in respect of any such liability; or
- (f) in relation to the affairs of the Council generally;

save and except such costs, charges or expenses as are occasioned by the failure of such protected person to act honestly and in good faith in the performance of the duties of office.

Such indemnity will only be effective:

- (g) upon the exhaustion of all available and collectible insurance provided to Directors by the Council inclusive of whatever valid and collectible insurance has been collected; and
- (h) providing the Director has carried out all duties assigned to them which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.

The Council shall also, upon approval by the Board from time to time, indemnify any such protected person, firm, or Council in such other circumstances as any legislation or laws permit or require.

Nothing in the By-laws shall limit the right of any person, firm or Council entitled to indemnity to claim indemnity apart from the provisions of the By-laws to the extent permitted by any legislation or law.

65. LIMITATION OF LIABILITY — PROTECTION OF DIRECTORS AND OTHERS

65.1 Director and Others Not Liable

No Director, Officer, employee or member of a Committee of the Council will be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or member of a Committee or an agent of the Council or for joining in any receipt or act for conformity or for any loss, damage or expense incurred by the Council through the insufficiency or deficiency of title to any property acquired by the Council or for or on behalf of the Council or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Council will be placed out or invested or for any

loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Council with whom or which any monies, securities or effects will be lodged or deposited or for any loss occasioned by any error of judgment or oversight on their part or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office, employment or trust or in relation thereto unless the same will be occasioned by their own wilful act or through their own wilful neglect or default.

I. MEETINGS OF THE LICENSEES

66. ANNUAL MEETING

66.1 Members

The members of the Council are the licensees.

66.2 Annual Meeting

The Council will hold an annual general meeting of licensees within six (6) months after the end of each of its fiscal years, at a time and place in Canada fixed by the Board.

66.3 Agenda for Annual Meeting

The agenda for an Annual Meeting will contain the following items:

- (a) the President & Chief Executive Officer's presentation of the Council's annual report and audited annual financial statements;
- (b) the Chair's address to the meeting;
- (c) election of such Elected Directors as are to be elected;
- (d) questions from licensees to the Board; and
- (e) any additional matter the Board adds to the agenda.

There shall be no other business conducted at an Annual Meeting of licensees.

67. GENERAL MEETINGS

67.1 Board May Call

The Board may at any time call a general meeting of licensees, to which every licensee shall have a right to attend, for the transaction of any business, the general nature of which is specified in the notice calling the meeting.

67.2 Record Date

The Directors may fix a record date for each meeting of licensees to determine which licensees are entitled to receive notice of the meeting and entitled to vote at the meeting. The record date shall be at the close of business on the day immediately preceding the day on which notice is given or such other date as set by the Board from time to time.

67.3 Notice of Meetings

Notice of the time, place, and date of meetings of licensees shall be given at least fifteen (15) days before the date of the meeting to each licensee by sending notice by any one of the methods set out in section 5.

67.4 Those Entitled to Be Present

The only persons entitled to be present at a meeting of licensees shall be:

- (a) those entitled to vote at the meeting, including licensees and proxy holders;
- (b) the Directors and the Auditor; and
- (c) such other persons who are entitled.

67.5 Attendance Electronically

If and whenever the Council makes available the requisite communication facility, any person entitled to attend a meeting of licensees may participate in the meeting by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting:

- (a) provided however that the voting rights for such licensees so participating shall be governed by the provision of section 68.3; and
- (b) the loss of connectivity shall not invalidate the continuation of the meeting including any voting or resolutions considered by the licensees present in person or by proxy.

67.6 Quorum

A quorum for the transaction of business at meetings of licensees shall be ten (10) licensees In Good Standing and present in person or represented by proxy and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

67.7 Proxies

Every licensee In Good Standing may by means of a proxy appoint an individual who shall be a licensee In Good Standing, as nominee for the licensee, to attend and act at a meeting of licensees. A proxy shall be in writing, and any notice calling a meeting of licensees shall include a form of proxy, or a reminder of a voting licensee's right to use a proxy. A proxy shall be executed by the licensee In Good Standing or the attorney of the licensee authorized in writing and ceases to be valid one year from its date. Subject to

the requirements of law, a proxy may be in such form as the Board or its delegate from time to time prescribes, provided however that the Board may by resolution from time to time fix a time not earlier than the close of business five (5) Business Days preceding any meeting or adjourned meeting of licensees before which time proxies to be used at that meeting must be deposited with the Council, and any period of time so fixed shall be specified in the notice calling the meeting.

68. VOTING BY LICENSEES

68.1 Eligibility

To be eligible to receive notice of, attend, participate and vote at a meeting of licensees, a licensee shall be In Good Standing on the record date of the meeting.

68.2 Majority Determines

Each licensee in attendance in person or by proxy at a meeting of licensees is entitled to cast one (1) vote. All questions proposed for consideration at a meeting of licensees shall be determined by a majority of the votes cast by licensees In Good standing, provided however that it shall be the responsibility of the Board or its delegate to ensure that the mechanisms adopted from time to time for calculating the votes are fair, equitable and accurate.

68.3 Electronic or Telephone Voting

The Directors may provide for licensees to vote by telephonic, electronic, or other communication facility. Such alternative means of voting must:

- (a) allow for verification that the votes are made by the licensees entitled to vote; and
- (b) not allow the Council to identify how each licensee voted.

68.4 In-person Voting at a Meeting of Licensees

The Directors may provide for licensees in attendance at a meeting of licensees to vote by a show of hands, a prescribed voting card or by the use of a wireless audience voting device.

68.5 Adjournments

Any meeting of licensees may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place, but no business may be transacted at any re-convened meeting other than business which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same. No notice is required of any adjourned meeting.

68.6 Rules of Order

In all cases for which no specific provision is prescribed by law or made in the By-laws, the rules and practice of the latest edition of Robert's Rules of Order shall govern as far as applicable, provided that no action of the Council or of the Board shall be invalid by reason only of an inadvertent failure to adhere to such rules.

J. TRANSACTION OF BUSINESS

69. BANKING

69.1 Board Designate Bankers

The Board shall designate, by resolution, the Officers and other persons authorized to transact the banking business of the Council, or any part thereof, with the bank, trust company, or other society carrying on a banking business that the Board has designated as the Council's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

- (a) operate the Council's accounts with the banker;
- (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit, or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (c) issue receipts for and orders relating to any property of the Council;
- (d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- (e) authorize any Officer of the banker to do any act or thing on the Council's behalf to facilitate the banking business.

Such banking business or any part thereof shall be transacted under such agreements, instructions, and delegations of powers as the Board may, from time to time, prescribe or authorize.

69.2 Deposit of Securities

The securities of the Council shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written Order of the Council signed by such Officer or Officers, agent, or agents of the Council, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

70. BORROWING

70.1 Council's Borrowing Rights

The Council may from time to time:

- (a) borrow money on the credit of the Council;

- (b) issue, sell or pledge securities (including bonds, debentures, debenture stock or other like liabilities) of the Council, but no invitation will be extended to the public to subscribe for any such securities;
- (c) charge, mortgage, hypothecate or pledge all or any of the real property or personal property of the Council, both present and future, including book debts and unpaid calls, rights, powers, franchises and undertaking to secure any such securities or any money borrowed, or other debt, or any other obligation or liability of the Council; and
- (d) give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Council or any company controlled by it and secure any such Director or other person against loss.

70.2 Management of Borrowing

The Council may from time to time authorize any Director or Directors, Officer or Officers, employee or employees of the Council or other person or persons, whether connected with the Council or not, to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof or to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Council.

71. INVESTMENTS

71.1 Board to Prudently Invest

The Board or its delegate may invest and re-invest the funds of the Council in such prudent manner as determined by the Board.

71.2 Board May Obtain Assistance

The Board may employ, at such remuneration as it deems fit, such technical or professional assistance as it may require in the purchase, sale, and management of the Council's investments.

72. BENEVOLENT OR CHARITABLE FUNDS

72.1 Establishment of Fund

The Council may establish and administer a benevolent or charitable fund, and for that purpose the Board may distribute any benevolent or charitable funds that may be contributed by Licensees and others, including government grants, and may contribute thereto out of the funds of the Council.

73. GRANTS OR DONATIONS

73.1 Grants for Advancement

The Council may make grants or donations to any individual or entity for any purpose that may tend to advance immigration/citizenship consulting and related business knowledge and education, improve

standards of practice in immigration/citizenship consulting, or support or encourage public information about and interest in the past and present roles of immigration/citizenship consultants in society.

74. EXECUTION OF CONTRACTS

74.1 Cheques, Drafts and Notes

All cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange will be signed by such Officer or Officers or person or persons, whether or not an Officer of the Council and in such manner as the Board may from time to time designate.

74.2 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments or documents may be signed on behalf of the Council, by any two (2) signing officers of the Council designated by the Board. Notwithstanding any provision to the contrary contained in the By-laws, the Board may at any time and from time to time direct the manner in which, and the person or persons by whom, any particular document or type of document may or will be executed. Any person authorized to sign an instrument on behalf of the Council may affix the Seal of the Council thereto.

74.3 Facsimile Signatures

The signature of any individual authorized to sign on behalf of the Council or any of its Committees may, if specifically authorized by the Board or its delegate, be written, printed, stamped, engraved, lithographed, or otherwise mechanically or electronically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that individual has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

75. BOOKS AND RECORDS

75.1 Records to be Maintained

The Board will ensure that all necessary books and records of the Council required by the By-laws or by any applicable statute or law are regularly and properly kept.

76. FINANCIAL YEAR

76.1 June Year-end

Unless otherwise determined by resolution of the Board, the financial year of the Council will terminate on the last day of June in each year.

K. MISCELLANEOUS

77. OMISSIONS AND ERRORS

77.1 Accidental Omission Not Invalidate

The accidental omission to give any notice to any licensee, Director, Officer, Committee member or Auditor or the non-receipt of any notice by any licensee, Director, Officer, Committee member or Auditor or any error in any notice not affecting the substance thereof will not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

78. WAIVER OF NOTICE

78.1 Waiver Permitted Anytime

Any licensee, Director, Officer, Committee member or Auditor may waive any notice required to be given to them under any provision of the Act or the By-laws, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, will cure any default in giving such notice.

79. AUDITOR

79.1 Board to Appoint Auditor

The Board, prior to each Annual Meeting shall appoint a public accountant to be the Auditor. The Auditor shall hold office until the close of the next Annual Meeting and if an appointment is not made, the incumbent Auditor continues in office until a successor is appointed.

79.2 Board May Remove Auditor

The Board may remove any Auditor before the expiration of the term of office by resolution.

79.3 Fixing of Auditor Remuneration

The remuneration of the Auditor appointed by the Board shall be fixed by the Board.

80. VOTING SHARES AND SECURITIES

80.1 Board Determines Manner and Persons

All of the shares or other securities carrying voting rights of any Organization held from time to time by the Council may be voted at any and all meetings of the shareholders, bondholders, debenture holders, debenture stockholders, or holders of other securities (as the case may be) of such other Organization and in such manner and by such person or persons as the Board will from time to time determine.

81. BY-LAWS AND EFFECTIVE DATE

81.1 Effective Date and Repeal

This By-law shall become effective on November 22, 2021 at 11:59 p.m. Eastern Time and all prior By-laws of the Council are repealed. The repeal of prior By-laws shall not impair in any way the validity of any act or thing done under any repealed By-law.

81.2 For Greater Certainty

For greater certainty, By-laws are not required to be approved by the licensees.

81.3 Notice

A By-law imposing a new condition or restriction on a Class of Licence must not come into force unless ninety (90) days' notice has been given to the licensees who hold a licence of that class.

82. EDITORIAL AND OTHER CHANGES

82.1 No Legal Effect

This section 82 does not authorize any change that alters the legal effect of the By-law or any of its constituent By-laws.

82.2 Permitted Changes

The Corporate Secretary may make the following changes to the By-laws:

- (a) Correcting spelling, punctuation or grammatical errors that are of a clerical or typographical nature;
- (b) Replace a description of a date or time with the actual date or time;
- (c) When a reference to a body, office, person, place or thing has been altered to be a reference to another, change a reference to the original body, office, person place or thing to a reference to the other;
- (d) When the name, title, location or address of a body, office, person, place or things has been altered, change references to the name, title, location or address to reflect the alteration, if the body, office, person, place or thing continues under the new name or title or at the new location or address; and
- (e) Correct errors in the numbering of provisions or other portions of a By-law and make any changes in cross-references that are required as a result.

82.3 No Inference from Timing

The timing of a change made in accordance with this section has no legal effect or significance.

82.4 Reading in Change

Regardless of when a change is made to the By-laws in accordance with this section 82, the change may be read into the By-laws as of the date the changed By-law was enacted, if it is appropriate to do so.