



Ontario Professional
Foresters Association

By-law #1

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By-law #1 relating generally to the conduct of the affairs of

THE ONTARIO PROFESSIONAL FORESTERS ASSOCIATION

(the “Association”)

BE IT ENACTED as a by-law of the Association as follows:

Article I – Interpretation

1.1 **Definitions** – In this by-law and in any other by-law of the Ontario Professional Foresters Association unless otherwise defined or required by the context of the specific provision,

“Act” means the *Professional Foresters Act, 2000* as amended from time to time or any statute that is substituted for it, and includes the regulations made under that statute.

“Association” means the Ontario Professional Foresters Association;

“Benefit” means any gift, advantage, payment or benefit of any kind, whether direct or indirect.

“Code of Ethics” means the Code of Ethics set out in the *Regulation* made under the Act;

“Councillor” means a person elected or appointed to the Council of the Association;

“Executive Director” means a person appointed by Council responsible for the operations of the Association including the management of staff and volunteers, as delegated by Council, and is an officer of the Association;

“Ex Officio” means that the person may attend all meetings other than hearings and may participate in discussions, but the person is not considered to be a member of the Council or committee and may not make a motion, vote or be counted as part of the quorum of the meeting;

“Good Standing” means that the Member has no outstanding obligations or duties, including not being under suspension and being in full compliance with all terms, conditions and limitations to the Association, of which the Member has been advised, and is not the subject of proceedings before the Discipline Committee.

“Immediate Past President” means the first available and willing person who most recently served in the office of President;

“Registrar” means the Registrar appointed under the Act and is an officer of the Association;

“Public Councillor” means a member of the Council appointed by the Lieutenant Governor in Council;

“Related Corporation” means a corporation wholly or substantially owned or controlled by the Member or a person related to the Member;

“Related Person” means a person connected with a Member by blood relationship, marriage, cohabitation or adoption, and,

- a) Persons are connected by blood relationship if one is the child or other descendent of the other or one is the brother or sister of the other,
- b) Persons are connected by marriage if one is married to the other or to a person who is connected by blood relationship to the other,
- c) Persons are connected by cohabitation if they live together in a conjugal relationship, whether inside or outside of marriage, and
- d) Persons are connected by adoption if one has been adopted, either legally or in fact, as the child of the other or as the child of a person who is so connected by blood relationship, except as a brother or

sister, to the other;

“Spouse” means either of two persons who are married to each another and includes a common law spouse and a same sex partner of the person.

1.2 **Singular and Plural** – In all by-laws of the Association, the singular shall include the plural and the plural shall include the singular.

1.3 **Persons** – The word “person” shall, where appropriate, include firms, partnerships and corporations but no firm, partnership or corporation shall be a Member of the Association.

1.4 **Legislative References** – Any reference in the by-laws to a statute, a regulation or a section of a statute or regulation, shall be deemed to apply to any re-enactment or amendment of that statute, regulation or section, as the case may be.

1.5 **Consistency** – All provisions of this or any other by-law of the Association shall be interpreted in a manner consistent with the Act and where any inconsistency is found to exist, the inconsistent provision shall, where practical, be severed from the by-law.¹

¹ The Act also specifies:

54 (3) Where a conflict appears between any provision of this Act, the regulations or by-laws and the provisions of the Crown Forest Sustainability Act, 1994, any regulations made thereunder, and any manual prepared under section 68 of that Act, the provisions of the Crown Forest Sustainability Act, 1994 any regulations made thereunder, and any manual prepared under section 68 of that Act shall prevail.

Article II – General

2.1 **Head Office** - The Head Office of the Association shall be in the province of Ontario, and at such place therein as the Council may determine from time to time.

2.2 **Corporate Seal** – The seal, an impression of which is impressed on this page, shall be the seal of the Association.

[seal here on official File Copy]

2.3 **Custody of Seal** – The seal of the Association shall be kept at the Head Office of the Association in the custody of the Executive Director or such other Officer as the Council may determine from time to time.

Article III - Banking

- 3.1 **Bank** – The Council shall appoint one or more Canadian banks chartered under the *Bank Act (Canada)* for the use of the Association.
- 3.2 **Banking** – All of the banking business of the Association shall be transacted with the bank(s) appointed by Council.
- 3.3 **Deposits** – The Executive Director may endorse any negotiable instrument for deposit to the credit of the Association.
- 3.4 **Withdrawals** – The Executive Director and such other Officer, Member or employee of the Association as may be determined by Council, from time to time, may endorse any negotiable instrument for collection on account of the Association.
- 3.5 **Borrowing** – The Council may, by resolution,
- a) borrow money on the credit of the Association;
 - b) limit or increase the amount or amounts that may be borrowed;
 - c) issue, sell or pledge debt obligations of the Association, including, but not limited to, bonds, debentures, notes or other liabilities, whether secured or unsecured; and
 - d) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts and unpaid calls, rights, powers, franchises and undertakings, to secure any such securities or any money borrowed, or other debt, or any other obligation or liability of the Association.
- 3.6 **Expenses** – Out of pocket expenses shall be reimbursed when claimed by members of Council or Committees for attendance at meetings or in carrying out assigned duties
- 3.7 **Honoraria** – Council may authorize honoraria in recognition of unusual efforts or responsibilities.
- 3.6 **Delegation** – The Council may authorize one or more Officers or Councillors of the Association to exercise any or all of the powers set out in Article 3.5 in such manner as Council shall determine.
- 3.7 **Indemnification** – The Council shall indemnify any Councillor or other person acting as an officer, committee member or employee of the Association who is subject to a claim, action or liability for any action or omission undertaken by him or her on behalf of the Association in good faith or has undertaken or is about to undertake any liability, cost or expense on behalf of the Association or any Association controlled by it in good faith, and, without limiting the generality of the foregoing, shall reimburse the person for reasonable legal expenses to defend themselves and may secure any such Councillor or other person against loss by giving him or her by way of security a mortgage or charge upon the whole or any part of the real and personal property, undertaking the rights of the Association.
- 3.8 **Fiscal Year** – The fiscal year of the Association shall commence on December 1 and run until November 30 of the following year.
- 3.9 **Financial Statements** – The Council shall ensure that financial statements are prepared within a reasonable time after the close of each fiscal year.
- 3.10 **Auditors** – Council shall appoint annually a firm of chartered accountants to audit the accounts of the Association and to hold office for the ensuing year and report the appointment at the Annual General Meeting.
- 3.11 **Audits** – The financial statements of the Association shall be audited annually by the firm of chartered accountants appointed by the Council.
- 3.12 **Auditors' Report** – The audited financial statements of the Association together with a signed and certified copy of the auditors' report shall be presented annually to the Council and distributed to the Members as part of the Annual Report.

Article IV – Execution of Documents

4.1 **Signatories** – The Council may, by resolution, appoint any Officer(s) or other person(s) to sign contracts, documents and instruments in writing on behalf of the Association, either generally or in relation to specific contracts, documents or instruments in writing.

4.2 **Use of Seal** – When required, the corporate seal of the Association shall be affixed to contracts, documents or other instruments.

Article V - Officers

- 5.1 **CEO** – The President shall be the Chief Executive Officer of the Association.
- 5.2 **President** – The President shall:
- a) sign all by-laws and other documents requiring the signatures of the Officers of the Association, unless otherwise delegated by Council;
 - b) serve as Ex-Officio member of all of the Association’s committees;
 - c) when available, serve as Presiding Officer at all meetings of Council and of the Association;
 - d) upon the expiration of their term, serve as Immediate Past-President of the Association if available and willing; and
 - e) perform such other duties as the Council may assign.
- 5.3 **Vice President** – The Vice-President shall discharge the duties of the President in the event that the President is unavailable and shall perform such other duties and exercise such other powers as the President may delegate or the Council may assign.
- 5.4 **Executive Director** – The Executive Director shall:
- a) serve as Secretary and as the Treasurer of the Association unless the Council appoints another person to serve one or both of those functions;
 - b) ensure that full and accurate financial records of the Association are maintained and, under the direction of Council or a Committee designated by Council, shall control the day-to-day banking and investments of the Association;
 - c) attend meetings of the Council and of the Members;
 - d) may attend as an Ex Officio member of meetings of committees;
 - e) serve as custodian of the seal of the Association;
 - f) oversee Council elections as set out in the by-laws; and
 - g) perform such other duties as the Council may assign.
- 5.5 **Registrar** – The Registrar shall:
- a) attend meetings of the Council and of the Members;
 - b) may attend as an Ex Officio member of meetings of committees; and
 - c) discharge the duties of Registrar prescribed in the Act and the by-laws.
- 5.6 **One Person** – At the discretion of Council, the Offices of Executive Director and Registrar may be held by one person.
- 5.7 **Term** – The terms of appointment of the Executive Director and Registrar shall commence on the date or dates set by the Council and shall remain in effect until the death or resignation of the Executive Director or Registrar, the expiration of the specified term of appointment or until such time as the appointment is revoked by resolution of the Council.

Article VI - Council

6.1 **Composition** – The elected members of Council shall be composed of the following persons who shall be Members:

- a) the President,
- b) the Vice-President,
- c) the Immediate Past President,
- d) One Councillor elected from each Section whose boundaries are established by the Council in a manner that provides a reasonable balance among the principles of geographic size, proportional representation and commonality of interests, and
- e) One Councillor may be elected at-large,

who will serve together with the persons appointed by the Lieutenant Governor in Council in accordance with the Act.

6.2 **Term** – The term of elected members of Council shall be as follows and shall coincide with the fiscal year of the Association:

- a) the President has a one year term,
- b) the Vice-President has a one year term,
- c) the Immediate Past President has a one year term but may serve beyond that if there is no more recent past President who is able and willing to serve,
- d) The Councillor elected from each Section has a term of two years, and
- e) The Councillor elected at-large (if appointed) has a term of one year.

Elected members of Council in the positions of President, Vice President, Section Councillor and Councillor elected at large (if appointed) are eligible for nomination for additional terms.

6.3 **Quorum** – One third of Council members constitutes a quorum for the transaction of business for any meeting of the Council, provided both Councillors elected by the Members and Councillors appointed by the Lieutenant Governor in Council are represented and that the majority of those present are Councillors elected by the Members.

6.4 **Meetings** – The Council shall meet at a time and place set by the President or, failing that, the Executive Committee, at least three times each calendar year.

6.5 **Notice** – Members of Council shall receive written notice of every regular meeting of Council together with an agenda for the meeting approximately seven (7) days prior to the meeting.

6.6 **Special Meetings** – Upon receiving a written request signed by at least three (3) members of Council, or upon receiving a written request from the President, the Executive Director shall call a special meeting of Council.

6.7 **Notice** – The person(s) requesting the special meeting shall provide to the Executive Director who shall distribute to members of Council written notice of the specific matters to be dealt with at a special meeting approximately ten (10) days beforehand.

6.8 **No Notice** – Meetings of the Council may be held at any time, without notice, if all of the Council members are present and consent to the meeting or if those Council members absent from the meeting have indicated their consent for the meeting to proceed in their absence.

6.9 **Failure to Notify** – An inadvertent failure to comply with a notice requirement or other irregularity does not affect the validity of decisions made by the Council.

6.10 **Teleconference** – A meeting of the Council may be conducted, in whole or in part, by teleconference if a majority of the Council members agree.

6.11 **Voting** – Votes at a Council meeting that is conducted by teleconference or other electronic means where all members can participate simultaneously may be cast verbally or by email or other effective electronic means.

6.12 **Written Resolutions** – A resolution assented to and adopted in writing, as demonstrated by the signature, including electronic signature, of a majority of the members of Council, shall be of the same force and effect as if it had been duly passed at a Council meeting.

6.13 **Minutes** – Minutes of the meetings of Council shall be recorded and shall include:

- a) a record of all motions, decisions and recommendations;
- b) all appointments; and
- c) the names of the members of Council present at each Council meeting.

Article VII - Committees

7.1 **Terms of Reference** – The terms of reference and authority of each committee shall be determined by the Council in a manner consistent with the Act and shall be deemed to include the authority and responsibility vested in the committee by the Act.

7.2 **Statutory Committees** – The statutory committees of the Association shall be constituted in accordance with the Act².

7.3 **Delegation** – The Executive Committee is delegated the powers and duties of Council except the making or amending of by-laws or regulations, to be exercised when needed between meetings of Council.

7.4 **Other Committees** – In accordance with the Act, the Council may establish, from time to time, such standing committees, special committees and ad hoc committees as it deems appropriate and may appoint the members to, and establish the powers of, any such committee.

7.5 **Committee Members** – The members of any standing, special or ad hoc committee established by the Council may include members of the Council, Members of the Association and other persons, as the Council deems appropriate.

7.6 **Committee Chairs** – The Council shall appoint a Chair for each committee of the Association and may delegate to the Chair the appointment and re-appointment of the members of the committee who are Members of the Association.

7.7 **Committee Member Terms** – The term of office of a committee member starts when the person is appointed or at such later time as the Council or the Chair specifies in the appointment and runs until the end of the fiscal year, but may be renewed annually.

7.8 **Eligibility** – A Member of the Association is eligible for appointment to a committee if, on the day of the appointment:

- a) the Discipline Committee, in the preceding five (5) years, has not found the Member guilty of professional misconduct or unskilled practice of forestry or found the Member to be incapacitated and there are no disciplinary proceedings pending;
- b) the Member has not been disqualified from Council in the preceding five (5) years;
- c) the Member is in Good Standing; and
- d) the Member's certificate of registration is not subject to any terms, conditions or limitations other than those imposed by the Registration Committee.

7.9 **Disputes** – Any dispute as to whether a Member is eligible for appointment to a committee shall be decided by the Executive Committee.

² Section 15 of the Act reads, in part, as follows:

Committees

15. (1) The following committees are hereby established:

1. Executive Committee.
2. Registration Committee.
3. Complaints Committee.
4. Discipline Committee. 2000, c. 18, s. 15 (1).

Appointment

(2) The Council shall appoint the members of the committees referred to in subsection (1). 2000, c. 18, s. 15 (2).

Chair

(3) The Council shall name one member of each committee referred to in subsection (1) to chair the committee. 2000, c. 18, s. 15 (3).

Other committees

(4) The Council may establish and appoint any other committees as it considers necessary. 2000, c. 18, s. 15 (4).

- 7.10 **Quorum** – The quorum for any non-statutory committee is, unless otherwise specified by Council, a majority of the committee members.
- 7.11 **Vacancies** – The seat of a committee member becomes vacant upon the death, resignation, removal, disqualification or inability to serve of the member.
- 7.12 **Vacancies (cont'd)** – Where one or more vacancies occur in the membership of a committee, the remaining members shall constitute the committee so long as their number is not fewer than the quorum prescribed by law or this by-law.
- 7.13 **Vacancies (cont'd)** – Where a vacancy occurs in any committee, the Council, or when authority has been delegated, the Chair of the committee, may appoint a replacement for the remainder of the term.
- 7.14 **Disqualification** – A committee member who is a Member of the Association is disqualified from sitting on a committee if:
- a) the Discipline Committee finds the Member guilty of professional misconduct or unskilled practice of forestry or finds the Member to be incapacitated;
 - b) the member fails, without satisfactory reason acceptable to the Council, to attend three consecutive committee meetings;
 - c) the member fails, without reason satisfactory to the Council, to attend a hearing for a matter for which the member has been selected;
 - d) the member is a member of Council and has been disqualified from sitting on Council; or
 - e) the member otherwise fails to fulfill their duties or is no longer suitable for the office and the Council decides that the member should be disqualified.
- 7.15 **Temporary Disqualification** – A committee member who is a Member of the Association and who becomes the subject of allegations of professional misconduct, unskilled practice of forestry or incapacity referred to the Discipline Committee or who ceases to be in Good Standing, shall not serve on the committee until the proceeding is completed or until Good Standing is restored, as the case may be.
- 7.16 **Removal** – Despite the other provisions of this by-law that permit the removal of a committee member in specific circumstances, Council may also remove a member of a Committee at its pleasure.
- 7.17 **Meeting Frequency** – Unless otherwise specified by Council, the frequency of committee meetings shall be determined by the Chair or a quorum of the committee and shall be at such intervals as necessary for the committee to perform its duties.
- 7.18 **Teleconference** – Committee meetings may, at the direction of the Chair, be conducted, in whole or in part, by teleconference or by other electronic means where all members can participate simultaneously.
- 7.19 **Minutes** – Minutes of the meetings of the Registration Committee and Executive Committee of the Association shall be recorded and shall include:
- a) a record of all motions, decisions and recommendations;
 - b) the names of the members of the Committee; and
 - c) the names of the members of the Committee present at each meeting.
- 7.20 **Procedures** – The process for casting and recording votes and other procedures relating to committee meetings may be established by Council and may be included in the terms of reference. Unless otherwise specified or agreed by the participants, Roberts Rules of Order apply.

Article VIII – Conflict of Interest – Council and Committees

- 8.1 **Definition** – A conflict of interest exists where a Council or committee member has an interest or a relationship that might reasonably be viewed as influencing or affecting their duties to the Association or its mandate. It may be actual or potential, real or perceived, direct or indirect.
- 8.2 **Public Interest** – All members of Council and all committee members have a duty to carry out their responsibilities in a manner that serves and protects the interest of the public without conflict of interest.
- 8.3 **Related Persons** – For the purposes of this by-law, the personal or financial interests, direct or indirect, of a Related Person or a Related Corporation, are interpreted to be the interests of the member of Council or the committee member, as the case may be unless it is unreasonable to do so.
- 8.4 **No Conflict** – Members of Council and committee members shall not be deemed to have a conflict of interest when considering, recommending or approving resolutions relating to:
- a) the remuneration of Council members,
 - b) the indemnification of Council members,
 - c) the acquisition of insurance in respect of the indemnification of Council members, or
 - d) a matter that does not materially affect the Council or committee member more than any other member of the public or professional forester practising in the Council or committee member’s area of practice.
- 8.5 **Declaration of Conflict** – Where a member of Council or a committee member believes that the member may have a conflict of interest in any matter which is the subject of deliberation or action by the Council or the committee, the member shall consult, as needed, with the President, the Registrar or legal counsel and, if there is any doubt about the matter, declare the potential conflict to the Council or the committee and accept Council’s or the committee’s direction as to whether there is an appearance of a conflict.
- 8.6 **Conflict** – Where a member of Council or a committee member believes that the member has a conflict of interest, including an appearance of a conflict of interest, in any matter which is the subject of deliberation or action by the Council or its Committees, the member shall:
- (a) prior to any consideration of the matter at the meeting, disclose the fact that the member has a conflict of interest;
 - (b) not take part in the discussion of, or vote on, any question in respect of the matter;
 - (c) absent themselves from the portion of the meeting relating to the matter; and
 - (d) not attempt, in any way, to influence the voting or do anything that might be perceived as attempting to influence the decision of other members on the matter.
- 8.7 **Record in Minutes** – Every declaration of conflict of interest and the nature of the conflict shall be recorded in the minutes of the meeting.
- 8.8 **Use of Property** – A member of Council or a committee shall not use Association property or information of any kind to advance their own interests, either directly or indirectly, unless prior written approval has been received from the Executive Director or by resolution of Council.
- 8.9 **Staff** – A member of Council or its committees may not hold any staff position, contract or appointment, with the Association while serving as a member of Council or a committee. This provision does not apply to staff acting as Ex Officio members.

Article IX – Duties of Councillors and Committee Members

- 9.1 **Duties** – Every member of Council and every committee member shall, in the performance of their duties:
- a) familiarize themselves with the Act and its regulations, the by-laws and any rules and policies of the Association;
 - b) familiarize themselves with any other records and documents that may be necessary for the performance of their duties;
 - c) comply with the provisions of the Act and the by-laws and any rules and policies that are adopted by Council, from time to time;
 - d) regularly attend meetings on time and participate constructively in discussions;
 - e) ensure that confidential matters coming to their attention as a member of the Council or as a member of a committee are not disclosed by him or her, except as required for the performance of their duties, as directed by the Council or the Chair or in accordance with the Act;
 - f) conduct themselves in an appropriate manner with Association staff, other members of Council or members of the committees, Members of the Association and members of the public;
 - g) exercise care, diligence, skill and prudence in carrying out the business of the Association;
 - h) avoid, or where that is not possible, declare all conflicts of interest in the manner set out in the by-law;
 - i) perform the duties associated with their position, conscientiously and in a manner that serves the public interest; and
 - j) seek to enhance the public perception of the Association and of the regulation of the profession of forestry.
- 9.2 **Contravention** – The Executive Director shall report to the Executive Committee any complaint in writing that a member of Council or a committee member has contravened Article 9.1 or any other obligation found in the Act or the by-laws.
- 9.3 **Complaints** – If the Executive Committee, after any investigation it deems appropriate, believes that the complaint warrants formal action, it shall call a meeting of the Council to determine whether there has been a breach of duties and, if so, the appropriate sanction.
- 9.4 **Opportunity to Respond** – The person whose conduct is the subject of concern shall be given a reasonable opportunity to respond to the complaint before the Executive Committee decides to take formal action.
- 9.5 **Sanctions** – The appropriate sanction can include one or more of the following:
- (a) censure of the person,
 - (b) removal of the person from any committees upon which the person is a member, and
 - (c) removal of an elected member of the Council from the Council or a report requesting removal of the member concerned from the Council to the government.
- 9.6 **Vote** – A decision by Council finding that there has been a breach of duties and a decision to impose a particular sanction must be approved by two-thirds of the Council members present and voting, other than the member whose conduct is under scrutiny who may not participate in the vote.

Article X – Council Elections

10.1 **Electoral Districts** – The following Sections, serving as electoral districts, are established for the purpose of elections:

- a) Central East,
- b) Central West,
- c) Northeast,
- d) Northwest,
- e) Southeast, and
- f) Southwest,

The Council shall establish the boundaries of each Section in a manner that provides a reasonable balance among the principles of geographic size, proportional representation and commonality of interests.

10.2 **Voting Eligibility** – Each Full Member, Life Member, Non-Resident Member, Associate and Inactive Member is allowed to vote in the Section in which the Member principally resides, except that a Member whose work is primarily in another Section may request to be treated as a Member in that Section, but may not thereafter request a further change to their Section for a year. The Executive Director may approve any such requests that are believed to be legitimate, or if disputed, shall refer the matter to the Executive Committee for a final decision.

10.3 **Voting** – Every Member entitled to vote may vote for one candidate from the electoral district in which the Member is eligible to vote.

10.4 **Term** – The term of office for a Councillor elected in a section shall commence on the first day of the fiscal year after the election and shall continue for two years or until their successor takes office in accordance with these by-laws.

10.5 **Officers** – In addition to voting for one candidate from the electoral district in which the Member is eligible to vote, every Member entitled to vote may cast one vote for a Presidential candidate, one vote for a Vice-Presidential candidate and one vote for a Councillor at-large.

10.6 **Officer Terms** – The term of office for an elected Officer or a Councillor at-large shall commence on the first day of the fiscal year after the election and shall continue for one year or until their successor takes office in accordance with these by-laws.

10.7 **Elections** – There shall be a regular election every year but the Section elections for Council members shall be staggered, east and west.

10.8 **Eligibility for Election** – A Member of the Association is eligible for election for an electoral district if, on the deadline for the receipt of nominations to the date of the election:

- a) the Member has been nominated in accordance with the by-laws;
- b) the Discipline Committee, in the preceding five (5) years, has not found the Member guilty of professional misconduct or unskilled practice of forestry or found the Member to be incapacitated and there are no pending discipline proceedings;
- c) the Member has confirmed that the Member does not have a conflict of interest to serve as Councillor;
- d) the Member has not been disqualified from Council in the preceding five (5) years;
- e) the Member is in Good Standing;
- f) the Member is entitled to vote in the election; and
- g) the Member's certificate of registration is not subject to any terms, conditions or limitations other than those imposed by the Registration Committee.

10.9 **Disputes** – Any dispute as to whether a Member is eligible for election shall be decided by the Nominating Committee.

10.10 **Nominating Committee** – At least seventy-five (75) days before the date of an election, the President shall appoint a Nominating Committee consisting of the Immediate Past President (Chair), and two or more additional Members of the Association.

10.11 **Notices** – At least -thirty (30) days before the date of an election, the Executive Director shall send notification to the Nominating Committee and every Member of the Association who is eligible to vote, of the date of the election, the nomination procedure and the deadline for returning nominations to the Association.

10.12 **Nominations by Members** – The nomination of a candidate shall be in writing by a Member of the Association who is eligible to vote in the election. Email nominations may be accepted if the email is confirmed.

10.13 **Nominations by Committee** – The Nominating Committee may nominate candidates for election and may do so after the deadline for nominations has passed.

10.14 **Information Requested** – The Nominating Committee shall request each nominee to confirm, in writing, the following before the deadline established by the Nominating Committee:

- a) their consent to the nomination,
- b) their eligibility for election, and
- c) that the nominee does not have a conflict to serve as a Councillor.

10.15 **Information Requested (cont'd)** – A nominee who has not provided the Nominating Committee with the information requested under Article 10.14 by the established deadline shall not be eligible to run in the election.

10.16 **Acclamation** – If following the deadline established by the Nominating Committee under Article 10.14 the Nominating Committee determines that only one candidate is running for election in an electoral district, for an at-large position or for an Officer position, the Executive Director shall declare that candidate to be elected by acclamation and shall notify the candidates and the membership of that result.

10.17 **Election Supervision** – The Executive Director shall supervise and administer the election process and may, for the purpose of carrying out that duty,

- a) appoint returning officers and scrutineers;
- b) establish the date of the election and any necessary deadlines including a deadline for the receipt of nominations and a deadline for the receipt of ballots;
- c) establish procedures for the opening and counting of ballots;
- d) provide for the notification of the results of the election; and
- e) do anything else that the Executive Director deems necessary and appropriate to ensure that the election is fair and effective.

10.18 **Procedures** – Elections may be conducted by mail, email, electronically or otherwise so long as the election is fair, valid and respects the principle of a secret ballot.

10.19 **Tie Votes** – In the event that two or more candidates running for election to the same position receive the same number of votes, the Executive Director shall break the tie by lot.

10.20 **Recounts** – A candidate may require one recount by giving a written request to the Executive Director no more than seven (7) days after being advised of the results of the election.

10.21 **Recount Procedure** – The Executive Director shall hold a recount no more than fifteen (15) days after receiving a written request from a candidate and the recount shall be conducted in the same manner as the original counting of the ballots except that each of the candidates shall be entitled to attend and observe the recount in person or by a representative in a manner that does not undermine the principle of a secret ballot. A

candidate may, upon reasonable grounds, require confirmation of electronic votes. If the need for such confirmation is disputed by the Executive Director or the other candidate(s), the Nominating Committee shall decide the issue.

10.22 Disqualification – The Council shall disqualify an elected or, in the case of clauses b) and e) request the disqualification of, a Public Councillor if:

- a) the Discipline Committee finds the member guilty of professional misconduct or unskilled practice of forestry or finds the member to be incapacitated;
- b) fails, without reason satisfactory to the Council, to attend three (3) consecutive Council meetings;
- c) ceases to principally reside in or work in forestry in the electoral district for which the member was elected;
- d) ceases to be a Member of the Association; or
- e) the member otherwise fails to fulfill their duties or is no longer suitable for the office and the Council decides that the member should be disqualified.

10.23 Temporary Disqualification – An elected member of Council who becomes the subject of allegations of professional misconduct, unskilled practice of forestry or incapacity referred to the Discipline Committee or who ceases to be in Good Standing shall not serve on Council or any of its committees until the proceeding is completed or until Good Standing is restored, as the case may be.

10.24 Vacancies – The seat of a Councillor becomes vacant upon the death, resignation, removal or disqualification of the member.

10.25 Vacancies (cont'd) – If the seat of an elected Council member becomes vacant, the Council may either leave the seat vacant, request the Nominating Committee include the vacancy in the next election or appoint as a Councillor, by majority vote, a Member who meets the requirements for eligibility for election in the electoral district where the vacancy occurs, to serve the balance of the former Councillor's term.

If the seat of an elected Council member is or becomes vacant, and no member was nominated for that seat, Council may request that the Nominating Committee recommend a Member who meets the requirements for eligibility for election in the electoral district where the vacancy occurs. Council may appoint as a Councillor, by majority vote, the eligible Member for one term.

10.26 Term Limits – No elected Councillor shall serve for more than two (2) full consecutive terms (excluding any partial terms served under Article 10.25), unless Council decides by resolution that a further term or partial term is desirable.

Article XI - Members

11.1 **Definitions** – In this article, unless the context indicates otherwise:

“Good Character” means not meeting the criteria for refusal of registration specified in clauses 19(2)(b) and (c) of the Act.³

“Professional Level Ability” means the successful demonstration of the professional (not just technical) level of knowledge, skill and judgment in a definable aspect of professional forestry.

“Local Knowledge Assessment” means successfully passing an examination or OPFA approved training, or in exceptional circumstances an alternate evaluation approved by the Registration Committee, confirming knowledge of the relevant laws, policies and practices related to the practice of professional forestry in Ontario. Recent graduates of an Ontario accredited degree program are deemed to have met this requirement as part of their program.

“Local Knowledge” means having knowledge of the relevant laws, policies and practices related to the practice of professional forestry in Ontario.

11.2 **Member Categories** – The following are prescribed as categories of registration with the Association⁴:

- a) Full Member
- b) Associate Member
- c) Provisional Member
- d) Temporary Member
- e) Student Member
- f) Inactive Member
- g) Non-Resident Member
- h) Life Member
- i) Honourary Member.

11.3 **Applications** – A person shall apply for registration by submitting an application, in the form and manner approved by Council, to the Registrar along with the required application fee and documentation. Only Full or Associate Members can apply for Inactive Membership or Non-Resident Membership. Only Full, Associate,

³ Section 19 (2) of the Act reads as follows:

The Registration Committee shall instruct the Registrar not to issue a certificate of registration where, in the opinion of the Committee,

- (a) the applicant does not meet the qualifications and requirements for the issuance of the certificate set out in the by-laws;
- (b) the past conduct of the applicant affords reasonable grounds for believing that the applicant will not engage in the practice of professional forestry with honesty and integrity or in accordance with the law; or
- (c) the applicant previously held a certificate that was revoked as a result of a decision of the Discipline Committee.

⁴ The breadth and level of forest related activity requiring Membership in an active category of OPFA Membership (Full, Associate, Non Resident or Temporary) , along with some exceptions to this requirement, are set out, in section 3 of the Act and Regulation 145/01, which both should be read for any important decision. For general purposes, Professional Forestry covers:

- re breadth – “ - - -the development, management, conservation and sustainability of forests and urban forests; urban forests - - -” which include “ - - - woodlots, plantations, shade trees, fields in various stages of succession, wetlands and riparian areas”
- re level – work that would require post secondary education and significant subsequent experience.

Inactive or Non-Resident Members can apply for Life Membership. Honourary Members are selected by the Council and a person cannot apply for that category of Membership.

11.4 Qualifications

- 1) An applicant for registration in any category must be an individual who is at least 18 years of age and be of Good Character.
- 2) All Full, Associate, Temporary and Non-Resident members should follow the direction provided in the Practice Guidance – General Practice document to assess their need for Errors and Omissions Insurance.

11.5 Full Membership – The requirements for Full Membership are as follows:

1. has a Canadian four year science based degree or equivalent;
2. demonstration of Core Competency by meeting the 2008 Certification Standards, or subsequently approved Certification Standards, by either:
 - a. graduating from a university program accredited by the Canadian Forestry Accreditation Board⁵, or
 - b. by successfully demonstrating competencies through the national Credential Assessment Process (CAP) and/or;
 - c. filling gaps identified in the Credential Assessment Process in the manner determined by the Registration Committee.
3. successful completion of 18 months of progressive, relevant, mentored forestry experience which shall be obtained after attaining a post-secondary degree or diploma and while holding a Provisional Member category of registration. The Registration Committee may consider relevant mentored forestry experience acquired while not a Provisional Member, if requested. A candidate may also be given credit for experience equal to 1/3 of the time spent in a Master and/or PhD program in forestry, to a maximum of 6 months. At least 6 months experience must be acquired after a minimum of 80% of the required competencies have been demonstrated;
4. a Mentoring Agreement from a Full, Associate, Inactive, or Life Member of the OPFA, or other registered forestry professional in Canada, who must not be related to the candidate;
5. adequate sponsorship reports in the required form from two people who have direct knowledge of the candidates work. At least one must be a Full or Associate (with a relevant Scope of Practice) Member in good standing. The second sponsor may be a work supervisor;
6. adequate Character Witness Forms in the required form from two people. One must be a practicing member of the OPFA in good standing, or a member of another regulated profession in Canada, and have known the candidate for at least 6 months. The second character witness can be a non-member who has known the applicant for at least 2 years. The character witness must not be related to the candidate;
7. demonstration of a commitment to professionalism and ethics; and
8. successful completion of the Local Knowledge Assessment.

Graduation from a University Program, accredited with approval of the Council ⁶ in respect of the time of graduation, shall be adequate to satisfy elements 1 and 2, unless the Registration Committee determines that sufficient time has elapsed from graduation to require reconfirming one or more core competencies.

The Registration Committee may, without lowering the standard:

⁵ In accrediting university programs, Council relies on the Canadian Forestry Accreditation Board which advises all Canadian Professional Forestry regulators.

1. accept alternate documentation from the normal requirements where an applicant is unable to produce the normal document;
2. approve methods other than Bridge Training Modules for demonstrating specific Core Competencies; and
3. accept eligible experience acquired within the last 5 years while not a Provisional Member and/or up to 6 months of relevant graduate or post-graduate academic study for all or part of the experience requirement.

11.6 **Associate Membership** – The requirements for Associate Membership are as follows:

- 1) Demonstration of attainment of Professional Level Ability in the geographic area and functions for which the applicant desires authority to practise;
 - 1.1 May undergo the Credential Assessment Process to identify the candidate’s professional forestry competencies and gaps;
 - 1.2 Fill any gaps identified in the manner accepted by the Registration Committee to attain competencies needed to have the professional level ability in the geographic area and functions for which the applicant desires authority to practise;
- 2) Successful completion of 18 months of progressive, relevant, mentored forestry experience which shall be obtained after attaining a post-secondary degree or diploma and while holding a Provisional Member category of registration. The Registration Committee may consider relevant mentored forestry experience acquired while not a Provisional Member, if requested. A candidate may also be given credit for experience equal to 1/3 of the time spent in a Master and/or PhD program in forestry, to a maximum of 6 months. At least 6 months experience must be acquired after a minimum of 80% of the competencies required for the scope of practice have been demonstrated;
- 3) Mentoring Agreement from a Full, Associate, Inactive or Life member of the OPFA, or another registered forestry professional in Canada, who must not be related to the candidate;
- 4) Adequate sponsorship reports in the required form from two people who have direct knowledge of the candidates work. At least one must be a Full or Associate (with a relevant Scope of Practice) Member in good standing. The second sponsor may be a work supervisor;
- 5) Adequate Character Witness Forms in the required form from two people. One must be a practicing member of the OPFA in good standing, or a member of another regulated profession in Canada, and have known the candidate for at least 6 months. The second character witness can be a non-member who has known the applicant for at least 2 years. The character witness must not be related to the candidate;
- 6) Demonstration of a commitment to professionalism and ethics; and
- 7) Successful completion of the Local Knowledge Assessment at the discretion of the Registration Committee.

The Registration Committee may, without lowering the standard:

1. accept alternate documentation from the normal requirements where an applicant is unable to produce the normal document;
2. approve methods other than Bridge Training modules for demonstrating specific Core Competencies; and
3. accept eligible experience acquired within the last 5 years while not a Provisional Member and/or up to 6 months of relevant graduate or post-graduate academic study for all or part of the experience requirement.

11.7 **Limitations** – The certificate of registration of an Associate Member is subject to the term, condition and limitation that the Member only hold themselves out as able to engage in and shall only engage in the practice of professional forestry in the personal scope of practice approved by the Registration Committee.

11.8 **Provisional Membership** – The requirements for Provisional Membership are as follows:

1. successful attainment of the Academic Requirements, or
2. demonstration that the applicant has a reasonable prospect and the commitment to achieve the requirements for Full or Associate Membership.

11.9 **Limitations** – The certificate of registration of a Provisional Member is subject to the following terms, conditions and limitations:

1. the Member shall only carry out activities that would otherwise be professional forestry in the following circumstances:
 - a. under the direct supervision of a Full or suitably qualified Associate Member or;
 - b. as part of a formal course of forestry education study or;
 - c. when working as a By-Law Enforcement Officer, Certified Tree Marker or Managed Forest Plan Approver for the Managed Forest Tax Incentive Program. Proof of certification to work in one or all of these areas must be provided on an annual basis ;
2. the Member shall work diligently to fulfill the remaining requirements for Full Membership or Associate; and
3. the certificate of registration shall expire and be revoked on the earlier of the following events:
 - a. the Member receives a certificate of registration as a Full or Associate Member;
 - b. six years have passed since the issuance of the original Provisional certificate of registration unless the Registration Committee approves an extension because of exceptional circumstances, or ;
 - c. the Member does not continue to effectively pursue Full or Associate Membership to the satisfaction of the Registration Committee.

11.10 **Temporary Registration** – The requirements for Temporary Membership are as follows:

1. registration as a practicing professional forester in a category that is analogous to Full Membership in Ontario with Good Standing with a body in Canada that regulates professional foresters in another jurisdiction;
2. a written contract or appointment that specifies the duties the applicant will perform in Ontario; and
3. the applicant has not held a Temporary certificate of registration more than twice before in the previous year and has not previously held more than eight Temporary certificates of registration in the previous ten years.

11.11 **Limitations** – The certificate of registration of a Temporary Member is subject to the following terms, conditions and limitations:

1. the Member shall only perform the professional services which are:
 - a. described in their application as accepted or modified by the Registration Committee, unless working under the direct supervision of another Member in Good Standing, and
 - b. fall in an area in which the Temporary Member has provided satisfactory evidence of having the

relevant Local Knowledge; and

2. the certificate of registration expires no later than three months after the date on which it was issued.

11.12 Student Membership – The requirements for Student Membership are that the person is enrolled as a student in any post-secondary, forestry-related program in Ontario or a program accredited by OPFA on the recommendation of the Canadian Forestry Accreditation Board. Student Membership expires 6 months after the date of graduation to allow Student Member to apply for Provisional Membership.

11.13 Limitations - The certificate of registration of a Student Member is subject to the term, condition and limitation that the Member shall not hold themselves out as able to engage in and shall not engage in activities that would otherwise constitute the practice of professional forestry.

11.14 Inactive Membership – The requirements for Inactive Registration are as follows:

1. the applicant has held Full or Associate Membership with Good Standing for at least twelve months; and
2. is a Member in Good Standing; and
3. the applicant submits a written undertaking not to practise any aspect of professional forestry or hold themselves out as having the right to practise any aspects of professional forestry in any jurisdiction without first obtaining an appropriate category of membership.

11.15 Limitations – The certificate of registration of an Inactive Member is subject to the following terms, conditions and limitations:

1. the Member shall not practise any aspect of professional forestry or hold themselves out as having the right to practise any aspects of professional forestry in any jurisdiction;
2. when applying for a category of membership permitting the practice of professional forestry, the Member shall satisfy the Registration Committee of their knowledge, skill and judgment of current forestry policy and may also be required to submit any additional information or to complete any additional requirements that the Registration Committee deems appropriate to protect the public from a Member who has not practised recently; and
3. the Member shall act with the professionalism and integrity expected of a Member.

11.16 Non-Resident Membership – The requirements for Non-Resident Membership are as follows:

1. the applicant holds Full Membership with Good Standing for at least twelve months;
2. the applicant submits a written undertaking not to practise any aspect of professional forestry or hold themselves out as having the right to practise any aspects of professional forestry in Ontario without first obtaining an appropriate category of membership or, specifically authorized by the Registration Committee on a basis and term comparable to qualifying for Temporary Membership; and
3. the applicant does not reside in Ontario.

11.17 Limitations – The certificate of registration of a Non-Resident Member is subject to the following terms, conditions and limitations:

1. the Member shall not practise any aspect of professional forestry or hold themselves out as having the right to practise any aspects of professional forestry in Ontario, unless specifically authorized by the Registration Committee on a basis and term comparable to qualifying for Temporary Membership;
2. when applying for a category of membership permitting the practice of professional forestry in Ontario, the Member shall satisfy the Registration Committee of their knowledge, skill and judgment of current forestry policy and may also be required to submit any additional information or to complete any additional requirements that the Registration Committee deems appropriate to protect the public from a

Member who has not practised recently in Ontario;

3. the Member shall not reside in Ontario; and
4. the Member shall act with the professionalism and integrity expected of a Member.

11.18 **Life Membership** – The requirements for Life Membership are as follows:

1. the applicant holds a Membership with Good Standing in the Full, Associate, Inactive and/or Non-resident Membership categories and has held such status for 25 years in Ontario or another jurisdiction. Proof of membership in another jurisdiction must be provided; and
2. the applicant submits a written undertaking indicating retirement from the practice of professional forestry and the applicant will not practise any aspect of professional forestry or hold themselves out as having the right to practise any aspects of professional forestry.

11.19 **Limitations** – The certificate of registration of a Life Member is subject to the following terms, conditions and limitations:

1. the Member shall not practise any aspect of professional forestry or hold themselves out as having the right to practise any aspects of professional forestry in any jurisdiction;
2. should the Member subsequently apply for a category of membership permitting the practice of professional forestry, the Member shall satisfy the Registration Committee of their knowledge, skill and judgment of current forestry policy and may also be required to submit any additional information or to complete any additional requirements that the Registration Committee deems appropriate to protect the public from a Member who has not practised recently; and
3. the Member shall act with the professionalism and integrity expected of a Member.

11.20 **Honourary Membership** – The requirements for registration as an Honourary Member are as follows:

1. Council believes the person has made significant contributions to professional forestry; and
2. the person meets the other criteria published by Council for Honourary Membership.

11.21 **Limitations** – The certificate of registration of an Honourary Member is subject to the following terms, conditions and limitations:

1. the Member shall not practise any aspect of professional forestry or hold themselves out as having the right to practise any aspects of professional forestry in any jurisdiction; and
2. the Member shall act with the professionalism and integrity expected of an Honourary Member.

11.22 **Use of Title** – Only Members registered and in good standing in the Full and Non-Resident Member categories are entitled to use the designations “Registered Professional Forester”, “R.P.F.”, “Professional Forester”, “P. For.”, or the equivalent in another language such as “F.P.I.” or “Forestier Professionnel Inscrit” in French.

Only Members registered in the Life Member category are entitled to use the designations “Retired Professional Forester”, “R.P.F.(Ret.)”, “Professional Forester (Retired)”, Associate R.P.F. (Ret.) or the equivalent in another language.

Only Members registered in the Inactive category are entitled to use the designations “Non-Practising Professional Forester”, “R.P.F. (Non-Practising)” Associate R.P.F. (Non-Practising), “or the equivalent in another language.

Only Members registered and in good standing in the Associate Member category are entitled to use the designation “Associate R.P.F.”, or the equivalent in another language.

Only Members registered and in good standing in the Temporary Member category are entitled to use the designation “Temporary R.P.F.” or the equivalent in another language.

Only Members registered and in good standing in the Provisional Member category are entitled to use the designation “R.P.F. in Training” or the equivalent in another language where the Member is not entitled to practice professional forestry unless they are under the direct supervision of a practicing member.

Only Members registered and in good standing in the Provisional Member category are entitled to use the designation “R.P.F. in Training with Scope” or the equivalent in another language where the Member is entitled to practice professional forestry unsupervised as defined by their scope of practice.

No person other than a Member registered and in good standing as a Full, Associate, Temporary Member or Provisional Member with Scope i.e. R.P.F. in Training with Scope may use the designation in any way that could lead a member of the public to believe that the person is qualified to engage in the practice of professional forestry in Ontario.

11.23 Duties of Professional Forester – It is a term, condition and limitation of a certificate of any Member other than a Full Member that the Member shall not carry out duties as a professional forester under the *Crown Forest Sustainability Act, 1994* unless otherwise approved by the Registration Committee and expressly specified on the Member’s Certificate of Registration.

11.24 Honourary Designation – Honourary Members are entitled to use the designation “R.P.F. (Hon.)”. The Council may withdraw the designation at any time.

11.25 Other Designations – Any other designation, name, title, abbreviation or description, which pertains to the practice of professional forestry or to the other categories of Membership in the Association not referred to above must receive prior approval by the Registrar, or if disputed, by the Executive Committee, before it can be used.

11.26 Use of Logo – It is an additional term, condition and limitation of all certificates of registration that the Member shall not use the Association’s Logo or name except with prior Council approval and only to indicate Membership in the Association.

11.27 Right to Vote – Full Members, Life Members, Non-Resident Members, Associate and Inactive Members only are entitled to vote at meetings or elections of the Association.

11.28 Council and Committees – Only Members registered in the Full Member, Associate Member, Inactive or Life categories and Public Councillors are eligible to serve on Council or on any statutory committee set out in the Act, but other Members may serve on such other committees or subcommittees as, and when, Council deems appropriate.

11.29 Time Limit – Any application for registration expires and the file shall be closed if the applicant does not meet the registration requirements within six years from the date of receipt of the initial application form unless the Registrar extends the time because of exceptional circumstances.

11.30 Certificate and Seal – Every applicant who meets the requirements for registration as a Member shall be issued a certificate of registration, in the appropriate membership category, bearing the seal of the Association and the signatures of the President and Registrar, or a likeness thereof and Full and Associate Members shall also be issued a Professional Seal and Card.

Despite being issued, the Certificate, Professional Seal and Card remain the property of the Association and shall be used only in accordance with the law and professional Standards.

11.31 Certificate and Seal (cont’d) – Every certificate of registration and every Professional Seal and Card is the property of the Association and shall be returned by the Member to the Association upon request of the Association, if the Member’s registration:

- (a) is cancelled by the Registrar, expires or otherwise terminates
- (b) is revoked or suspended by order of the Discipline Committee;
- (c) is otherwise suspended for longer than three months; or
- (d) changes from one category of registration to another category of registration.

11.32 **Termination of Membership** – Membership with the Association shall terminate upon the occurrence of any one of the following:

- a) the death of the Member,
- b) the resignation⁶ of the Member, or
- c) the cancellation, revocation, expiry or other termination of the Member’s certificate of registration.

11.33 **Readmission** – Any person who held a practicing category of membership within the past five years, and who, while in Good Standing, resigned their membership with the Association may apply to be re-admitted as a Member upon payment of the requisite fees.

Any person who held a practicing category of membership within the past five years, and who resigned while not in Good Standing or whose certificate was cancelled or revoked for administrative reasons, may meet any outstanding obligations to the Association and may apply to be re-admitted as a Member upon payment of the requisite fees.

11.34 **Readmission (cont’d)** – A person who applies for re-admission under Article 11.33 may be required to satisfy the Registration Committee of their knowledge of current forest policy, demonstrate Good Character and may also be required to submit any additional information or to complete any additional requirements that the Registration Committee deems appropriate to protect the public from a Member who has not practised recently.

11.35 **Mobility** – An applicant who is certified as a professional forester by an out-of-province regulatory authority, as defined in section 2 of the *Ontario Labour Mobility Act*, in a category of registration that is substantially similar to one described in these by-laws shall be deemed to meet the education, examination and experience requirements for that category of registration so long as the applicant has practised professional forestry within the five years prior to their application.

Subject to the provisions of section 9 of the *Ontario Labour Mobility Act*. It is a term, condition and limitation of the certificate of registration issued under this Article that the Member must successfully complete the Local Knowledge Assessment within six months of registration failing which the certificate expires.⁷

Under exceptional circumstances the Registration Committee may grant an extension for a specified period.

11.36 **Appeal** – If an applicant for registration is dissatisfied with a decision of the Registration Committee, made under the Act after availing themselves of any available reconsideration by the Registration Committee specified in the Act⁸, the applicant may appeal in writing to the Registration Appeal Committee within 30 days of the decision stating the basis of their appeal and the remedy sought and providing any relevant materials.

⁶ Subsections 14(2) and (3) of the Act read as follows:

Resignation

(2) A Member may resign their membership by filing with the Registrar a resignation in writing, together with their professional seal and certificate of registration. 2000, c. 18, s. 14 (2).

Same

(3) Upon filing a resignation, the certificate of registration of the member is cancelled and the Registrar shall strike the Member’s name from the register. 2000, c. 18, s. 14 (3).

⁷ Demonstrating knowledge of Ontario Forest Policy and Administration through passing the OPFA exam or OPFA approved training.

⁸ Section 20. (1) of the Act reads as follows:

Where the Registration Committee proposes to instruct the Registrar,

(a) not to issue a certificate of registration; or

(b) to impose terms, conditions or limitations to which the applicant has not consented on a certificate of registration, the Registrar shall first serve notice of the proposal, with written reasons for it, on the applicant. 2000, c. 18, s. 20 (1).

Exception

The Registration Committee shall provide to the Registration Appeal Committee its written reasons for the decision, any written response to the appeal and any related materials.

Any member of the Registration Appeal Committee, who is also on the Registration Committee, or who was on the Registration Committee during the review of the application under appeal, will recuse themselves from the appeal process.

The Registration Appeal Committee shall, within a reasonable time, conduct any further inquiries it deems appropriate and provide to the applicant and the Registration Committee a written decision confirming or modifying the Registration Committee's decision, substituting its own decision or setting aside the decision and referring the matter back to the Registration Committee with direction regarding modification of its earlier process.

The Registration Committee and the Registrar shall implement the decision of the Registration Appeal Committee.

[\(2\)](#) Subsection (1) does not apply where the Committee instructs the Registrar not to issue a certificate under clause 19 (2) (c). 2000, c. 18, s. 20 (2). *[the applicant previously held a certificate that was revoked as a result of a decision of the Discipline Committee]*

Contents of notice

[\(3\)](#) A notice under subsection (1) shall state that the applicant may request, in accordance with subsection (4), that the Registration Committee reconsiders its decision. 2000, c. 18, s. 20 (3).

Article XII – Meetings of Members

- 12.1 **Annual Meeting** – The annual meeting of Members of the Association shall be held within the first seven months of each fiscal year on a date and at a time and location determined by the Council.
- 12.2 **Special Meetings** – A special meeting of Members of the Association may be called at any time and any place in the province of Ontario when authorized by Council.
- 12.3 **Notices** – Members shall receive at least thirty (30) days written notice of every annual and special meeting of Members. An inadvertent failure to comply with a notice requirement or other irregularity does not affect the validity of decisions made by the Members. Notice may be given by mail, email or publication in the newsletter.
- 12.4 **Agenda** – The agenda of every annual meeting and every special meeting of Members shall be circulated with the notice of meeting.
- 12.5 **Quorum** – For the purpose of a meeting of Members of the Association, forty (40) registered Members who are entitled to vote constitute a quorum. Members may be present in person or by written proxy.
- 12.6 **Presiding Officer** – The President shall preside at all meetings of Members of the Association unless unable to preside, in which case, the Vice-President shall preside. If both the President and Vice-President are absent or unable to preside, the Councillors shall select, by majority vote, a Presiding Officer from amongst their number.
- 12.7 **Voting** – Every Member of the Association eligible to vote in an election under these by-laws is entitled to one vote at a meeting of Members with respect to every matter that requires a vote.
- 12.8 **Proxies** – A Member may vote in person or, if the Member is not present at the meeting, by appointing, in writing any other Member who is entitled to vote to represent him or her as a proxy. The proxy shall be in the form provided by the Executive Director and be delivered to the place and by the time specified by the Executive Director in order to be valid.
- 12.9 **Procedures** – Voting shall be conducted by a showing of hands unless a ballot is requested by either the Presiding Officer or any three Members entitled to vote who are present at the meeting.
- 12.10 **Majority** – A vote shall be decided by simple majority unless otherwise required by the Act or the by-laws.
- 12.11 **Tie Votes** – In the case of a tie vote, the Presiding Officer shall cast a deciding vote.
- 12.12 **Letter Ballots** – The Council may order that a resolution or any matter concerning Association policy or administration, be put to the Members of the Association for vote by letter ballot, in which case all Members of the Association entitled to vote shall each have one vote.
- 12.13 **Taking Ballots** – If a vote is to be conducted by ballot, the Presiding Officer shall determine the manner of taking the ballot.
- 12.14 **Electronic Ballots** – Other than for the confirmation of a by-law, a Member entitled to vote on a letter ballot may cast their vote electronically, in the manner set out by the Association.
- 12.15 **Deadline** – Unless otherwise stated, letter ballots shall be returned to the Executive Director and must be received within thirty (30) days of the date the ballots were mailed and shall not be counted if received after that time.
- 12.16 **Counting** – Letter ballots shall be counted by two or more scrutineers appointed by the Council.

Article XIII – Standards of Practice

13.1 **Definition** – The practice of professional forestry is defined in the Act.⁹

13.2 **Application of Standards**¹⁰ – The Standards of Practice apply to all Members of the Association.

13.3 **Code of Ethics** – The Standards of Practice shall be read in conjunction with, and interpreted in a manner that is consistent with, the Code of Ethics and the definition of professional misconduct established in Regulation 145/01.

13.4 **Professional Standards** – Professional Standards of Practice are the minimum expectations for the profession. They are relevant to the application of professionally accepted methodologies and procedures in both obtaining and interpreting information in the course of practising professional forestry. For the Ontario Professional Foresters Association the Standards of Practice are as follows:

Standard 1 - Conforming to Legislation

A member of the Association shall undertake activities in conformity to all applicable legislation and in consideration of all applicable guidelines. In order to do this, the member must maintain familiarity with the legislation, regulations, and guidelines which are applicable or relevant to the member's practice.

⁹ Section 3 of the Act reads as follows:

3. (1) The practice of professional forestry is the provision of services in relation to the development, management, conservation and sustainability of forests and urban forests where those services require knowledge, training and experience equivalent to that required to become a member under this Act and includes,

(a) the designing, specifying or approving of silvicultural prescriptions and treatments, including timber harvesting;

(b) the appraisal, evaluation and certification of forests and urban forests;

(c) the auditing of forest management practices;

(d) the assessment of impacts from planned activities on forests and urban forests;

(e) the classification, inventory and mapping of forests and urban forests; and

(f) the planning and locating of forest transportation systems, including forest roads. 2000, c. 18, s. 3 (1).

Exclusions

(2) The practice of professional forestry does not include acts performed in relation to the management or manipulation of forests if they are performed,

(a) personally by individuals on land which they own;

(b) by a person acting within the scope of practice of a profession, trade or occupation that is listed in the regulations;

(c) by persons responding to an emergency situation such as a forest fire;

(d) by persons acting under the supervision of a member;

(e) by students enrolled in a forestry education program and under the supervision of the course instructor in the program;

(f) by a member of the armed forces while on duty; or

(g) by a person engaged in scientific research. 2000, c. 18, s. 3 (2).

¹⁰ The previous by-laws contained the following explanations regarding standards that may continue to be useful:

Professional Standards of Practice relate to how a Member of the Association goes about his or her work. They refer to the application of professionally accepted methodologies and procedures in both obtaining and interpretation of information. They are applicable to professional conduct and action.

Professional Standards of Practice are distinct from technical standards that may be imposed by legislation or specified by an owner or employer. Silvicultural Standards and Guidelines are examples of technical standards. These are associated with professional activities and are the prerogative of the client.

Standard 2 - Understanding of Ecological Processes and Principles

A member of the Association shall demonstrate an understanding of the relevant ecological processes related to forestry practices and shall practise professional forestry consistent with ecologically sound principles.

Standard 3 - Competency

A member of the Association shall undertake only such work as he/she is competent to perform by virtue of his or her training and experience.

Standard 4 – Information Used

A member of the Association shall ensure that the type, currency and reliability of the information upon which he or she is basing professional forestry decisions, is suitable and sufficient for the intended purposes.

Standard 5 – Communication with Clients

A member of the Association shall provide the client with explicit and viable forestry options, within the standards of practice, to meet the client's stated objectives.

A member shall inform the client of:

- The existence of applicable legislation and guidelines,
- The forestry related social, economic and environmental outcomes expected with a selected option,
- The likelihood of the planned activities in meeting stated objectives, and
- The most probable spatial and temporal changes in the forest resulting from planned activities.

Standard 6 - Monitoring

A member of the Association shall include future monitoring of planned activities and assessment of results in any recommended options provided to the client.

Article XIV – Competency Support Program

14.1 **Purpose** – The purpose of the Competency Support Program is to ensure that Members of the Association remain informed and current with respect to the knowledge and skills necessary to practise professional forestry in Ontario in a safe, competent and ethical manner and for Members to constantly enhance their quality of practice.

14.2 **Participation** – Every Full, Associate and Non-Resident Member of the Association is required to fulfill the requirements set out in this Article.

14.3 **Cooperation** – Every affected Member shall cooperate with the Association with respect to the Competency Support Program which includes continuing education and quality assurance components.

14.4 **Maintenance** – Every affected Member shall ensure awareness of technical standards and acceptable practices that relate to the area of professional forestry in which the Member practises or intends to practise and every Member shall maintain competency in each area of professional forestry in which the Member practises.

14.5 **Components** – The following are prescribed as the key components of the Competency Support Program:

- a) Personal Practice Focus,
- b) Learning Plan,
- c) Continuing Education,
- d) Recording and Reporting,
- e) Peer Review
- f) Audit, and
- g) Practice Assessment

Elements and Members' obligation commence at such time and with such administrative processes as Council approves.

14.6 **Focus** – Every Member shall create, as a condition of registration and at least once every three years and in conjunction with any major job change, a record of their Personal Practice Focus in accordance with the forms and requirements approved by Council.

14.7 **Learning Plan** – Every Member shall, at least once every three years, develop a written Learning Plan reflecting their Personal Practice Focus, in accordance with the forms and requirements approved by Council, which considers:

1. environmental, technological and other changes in their area of current and/or planned practice,
2. areas in which the Member wishes to excel,
3. general awareness of issues and trends in professional forestry beyond the area of current and planned practice, and
4. continuing professionalism and ethics and

sets out the manner in which the Member plans to acquire necessary knowledge and skills.

14.8 **Continuing Education** – Every Member shall undertake the continuing education activities necessary for him or her to maintain competency and make reasonable effort to meet other objectives in their Learning Plan.

14.9 **Minimum Hours** – Every Member shall accumulate a minimum of sixty (60) hours of relevant continuing education activities during every rolling three-year period, plus such further learning as is suggested by their Learning Plan and shall retain a record of the nature of these learning activities and shall annually report the activities in the manner established by Council.

14.10 **Initial Period** – The Member's first rolling three-year period and first year for required reporting of Continuing Education hours, shall commence on December 1st following the date when the Member became registered in the Full Membership or Associate Membership category.

14.11 **Record Retention** – Every Member shall retain their records relating to Personal Practice Focus, Learning Plan and Continuing Education Activities for at least seven (7) years and shall annually report the activities in the manner established by Council.

14.12 **Audits of Records** – Every Member shall provide or provide access to their Personal Practice Focus, Learning Plan and Continuing Education Activities records to the Association upon request, for audit purposes.

Members shall cooperate with Audits of their records.

14.13 **Peer Review** – The Peer Review process is implemented on a voluntary basis by members. A Member may select their own Peer Reviewer and does not require approval by the Association of the Peer Reviewer.

Every Member who is selected to participate in a peer review or assessment of their practice shall participate in the manner established by the Council and shall cooperate with any peer or any assessor appointed or approved by the Association. Such cooperation shall include providing access to or copies of documents related to the Personal Practice Focus, Learning Plan, Annual Records and to the practice of the Member, answering oral or written questions, participating in evaluations or assessments, providing access to the Member's premises and records, distributing survey forms to colleagues and clients, providing access or introductions to colleagues or clients and/or allowing the peer or assessor to accompany the Member when and where appropriate on their work.

Where the results of a peer review or assessment indicate that a Member has gaps relevant to their practice, in their knowledge, skill or judgment, the Member shall remediate those gaps in the manner and timelines agreed to with the Association. Should an agreement not be reached, the Association, bearing in mind matters raised by the Member, may specify actions the Member shall take to remediate the gap. The Association may, if warranted, require the Member to undertake not to perform practice activity relevant to the gap(s).

14.14 **Privacy** – In administering the Competency Support Program, the Association shall respect, to the extent reasonably possible, the Member's right of privacy and shall treat materials as confidential to the Member and/or employer.

Information discovered in the administration of the program shall not be used in a disciplinary process. However, in egregious instances, the Registrar may be advised of reasonable and probable grounds to initiate a separate investigation.

14.15 **Non-Compliance** – Subject to Article 15, the Registrar may suspend the certificate of registration of a Member who does not fulfill any one or more of their obligations relating to the Competency Support Program, without reason acceptable to the Registrar.

14.16 **Reinstatement** – A Member whose certificate of registration has been suspended under this Article within the previous two years may apply, in writing, to the Registrar to request that the suspension be lifted.

14.17 **Reinstatement (cont'd)** – The Registrar shall lift the suspension and any limit imposed on a certificate of registration under this Article if the Registrar is satisfied that the Person has fulfilled all of their obligations related to the Competency Support Program and has paid any outstanding fees and met any other outstanding obligations to the Association and there is no other valid reason for denying reinstatement.

So long as it does not result in allowing a Member to practise in an area beyond their current competence and despite Article 14.15, the Registrar may lift the suspension and any limit imposed on a Member's certificate of registration under this Article if the Registrar is satisfied that the Member has embarked on a satisfactory process to meet the obligation.

14.18 **Reinstatement (cont'd)** – If, at the end of six months from the date of suspension, the reasons for suspension have not been resolved, the certificate shall be cancelled. The record of any suspension or cancellation will remain on the Member's public record indefinitely.

Article XV - Suspensions

15.1 **Application** – This Article applies to a suspension under Article 14 or a suspension or cancellation under Articles 14 or 24 of the Act (non-payment of fees or failing to provide required information).¹¹

15.2 **Notice** – The Registrar shall deliver at the last known address, a notice of default to a Member who has not fulfilled his obligations under the Act or by-laws identifying the default and the Registrar’s intention to suspend or cancel the certificate of registration in two months time. Where feasible the Registrar may identify how the Member can remedy the default.

15.3 **No Response** – Where the Member has not remedied the default within two months of the notice, the Registrar may suspend or cancel the Member’s certificate of registration and if so, shall publish the action on the Association’s website and in any publication of the Association and shall advise the employer of record.

15.4 **Request for Review** – The Member may submit a request, in writing, requesting the Executive Committee to review the decision of the Registrar under Article 15.3.

15.5 **Review** – In reviewing a decision of the Registrar, the Executive Committee shall review the information provided by the Member and any information provided by the Registrar and, upon consideration of all of the information, shall either confirm the Registrar’s decision or recommend that the Registrar alter their decision.

¹¹ The relevant portions of sections 14 and 24 of the Act read as follows:

Resignation

14.(2) A Member may resign their membership by filing with the Registrar a resignation in writing, together with their professional seal and certificate of registration. 2000, c. 18, s. 14 (2).

Same

14.(3) Upon filing a resignation, the certificate of registration of the Member is cancelled and the Registrar shall strike the Member’s name from the register. 2000, c. 18, s. 14 (3).

Cancellation for default of fees

14.(4) The Registrar may cancel a certificate of registration for non-payment of any fee prescribed in the by-laws, non-payment of any assessments or other amounts owing to the Association or for failure to file a return required by the by-laws after giving the Member at least two months notice of the default and intention to cancel. 2000, c. 18, s. 14 (4).

Continuing jurisdiction

14. (5) A person whose certificate of registration is cancelled, revoked or suspended or who resigns as a Member remains subject to the continuing jurisdiction of the Association in respect of a complaint, investigation or disciplinary action arising out of their conduct while a Member. 2000, c. 18, s. 14 (5).

Suspension

24.(1) The Registrar may suspend a Member’s certificate of registration for,
(a) failure to pay a fee or penalty prescribed by the by-laws; or
(b) failure to provide information required by the by-laws. 2000, c. 18, s. 24 (1).

Same

24.(2) The Registrar shall not suspend a certificate of registration without first giving the Member two-months notice of the default and intention to suspend. 2000, c. 18, s. 24 (2).

Concurrent notice

24.(2.1) The notice may be combined with a notice to cancel the Member’s certificate of registration under subsection 14 (4).

Reinstatement

24.(3) A person whose certificate of registration was suspended by the Registrar under subsection (1) is entitled to have the suspension removed on payment of the fees and penalties prescribed by the by-laws or on provision of the information required by the by-laws, as the case may be. 2000, c. 18, s. 24 (3).

Article XVI – Conflict of Interest – Members

16.1 **Definition** – A conflict of interest exists where there is an arrangement or relationship between the Member or a Related Person or a Related Corporation and a person where it could be reasonably concluded that the exercise of the Member's professional expertise or judgment is or may be influenced by the arrangement or relationship and another person, partnership or corporation where it could be reasonably concluded that the Member's professional expertise or judgment is or may be influenced by the arrangement or relationship.

A conflict of interest can arise where a Member engages in any private or personal business, arrangement or other activity in which the Member's private or personal interest directly or indirectly conflicts, may conflict, or may reasonably be perceived as conflicting with the Member's professional duties or responsibilities.

A conflict of interest can also arise where the Member's private or personal interest or strongly held personal views directly or indirectly influence, may influence or may reasonably be perceived as influencing the exercise of the Member's professional duties or responsibilities.

16.2 **Definition (cont'd)** – Without limiting the generality of Article 16.1, a Member is in a conflict of interest when the Member, directly or indirectly,

- (a) accepts a credit, rebate or other benefit that is related to the member referring a client to any other person;
- (b) offers, makes or confers a credit, rebate or other benefit to a person that is related to the referral of a client to the Member; or
- (c) accepts, makes or confers a credit, rebate or other benefit relating to any forestry services, materials or equipment, including services materials or equipment intended to be provided to a client, that influence or appear to influence the exercise of the Member's professional judgment respecting the purchase or use of the services, materials or equipment.

16.3 **No Conflict** – A Member is not in a conflict of interest in connection with making a referral or recommendation to a client in the course of practising the profession that has the potential to benefit the Member, a Related Person, or a Related Corporation if, before making the recommendation or referral, the Member,

- (a) discloses to the client the nature of the relationship between the Member and the Related Person or Related Corporation;
- (b) discloses to the client the nature of the benefit;
- (c) advises the client that professional services provided to the client will not be affected if the client chooses to decline the Member's recommendation; and
- (d) the Member maintains the standards of practice of the profession relating to the service.

16.4 **Provision of Documents** – A Member shall, upon request, promptly provide to the Registrar any document or explanation requested about the Member's arrangement or relationship with another person or corporation to enable the Association to assess whether there is a conflict of interest.

Article XVII - Complaints

17.1 **Form** – A person filing a complaint regarding the conduct of a Member or a former Member shall file the complaint with the Registrar in the required form.

17.2 **Other Information** – A person filing a complaint may include with the complaint any information, documents or other material that the person deems relevant.

Article XVIII - Fees

18.1 **Amount** – The Council shall set the amount of any fees, including application fees and annual membership fees, charges for administrative matters including exams, assessment of qualifications, replacement of seal, certificate or membership card, late payment and other costs incurred upon behalf of individual members or applicants, payable to the Association and shall determine the conditions and terms under which such fees shall be payable and collected. Subject to the approval of the Registrar, annual fees may be paid in instalments and/or prorated for partial years if arranged in advance. Further, Council may delegate the administration of such fees to the Registrar or Executive Director.

18.2 **Fees Due** – Annual membership fees are due and payable on the first day of December each year, unless otherwise stipulated by the Council.

18.3 **Provide Information** – Every Member is required to provide or confirm annually by January 15, through the annual renewal form or electronically via the website and upon written request of the Registrar, or return to the Registrar any information that is required by the Act or by-laws and information about the nature of the Member's practice activities, employment circumstances, Competency Support Program activities, offence charges or findings, and investigations or hearings by other regulatory bodies.

18.4 **Records Kept** – The Registrar shall keep a Directory of Members and Registers of Members and past Members. In addition to information required by the Act, the Register shall record any current suspension or revocation and any current terms conditions or limitations of the Member's certificate in accordance with decisions of the Registration Committee, the Discipline Committee or applied by the Registrar in accordance with the Competency Support program or administrative requirements.

18.5 **Individual Member Records Kept** – A file shall be maintained for each Member that shall contain the documentation for registration, annual renewals, information filings, reports received and any decisions of the Association regarding the Member and his or her Practice.

A Member is entitled to review the content of his or her file. Should the Member disagree with information contained in the file, he or she may add a note providing his or her clarification or correction, but may not require a change unless the Registrar agrees with the correcting change.

18.6 **Reporting of Decisions** – The Association, at its discretion, may post the following decisions, or a summary of decisions, in the official publication of the Association and on the Association web site:

- (a) Notice of a decision to refer a matter for a Discipline Hearing;
- (b) Decisions of the Discipline Committee;
- (c) Decisions of Council;
- (d) Decisions of committees; and
- (e) Any other decisions of the Association.

Notwithstanding paragraph 18.6(b) of these by-laws, the final wording of the summary of a decision of the Discipline Committee shall be consistent with the Discipline Decision.

Article XIX – Previous By-laws

19.1 **Revocation** – Once authorized in accordance with the Act, these by-laws become effective on a date to be named by Council and Members shall be sent written notice, at least one month prior to that date.

Upon these by-laws becoming effective, all prior by-laws of the Association are revoked, but such revocation shall not affect the previous operation of such by-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to the by-laws, prior to their repeal.

19.2 **Amendments** – Amendments to the by-laws must be passed by Council and confirmed by a majority vote of Members entitled to vote and in attendance at an annual or special meeting of the Association or responding to a vote conducted by mail.

19.3 **Notice** – A notice of motion setting out any changes to the by-laws shall be circulated to the membership at least thirty (30) days before the date of the annual or special meeting at which the Members' ratification is to be sought or prior to such a ratification vote conducted by mail.