



Human Resources
Professionals
Association

**HUMAN RESOURCES PROFESSIONALS ASSOCIATION/
ASSOCIATION DES PROFESSIONNELS EN RESSOURCES HUMAINES**

A Corporation established under the provisions of the
Registered Human Resources Professionals Act, 2013 (S.O. 2013, c. 6)

BY-LAW 1: GENERAL BY-LAW

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SECTION 1: INTERPRETATION AND DEFINITIONS

1.01 Definitions.

In this by-law unless the context otherwise requires:

“Acclamation Date” means the date upon which Directors are acclaimed as such pursuant to Section 5.08 which date shall be the same as the Date of Mailing;

“Act” means the *Registered Human Resources Professionals Act, 2013*, S.O. 2013, c. 6, as amended or superceded;

“Annual Meeting” means the annual meeting of the Members of the Association held pursuant to Section 14.01;

“Association” or **“HRPA”** means the Human Resources Professionals Association, in the English form of its name, and Association des professionnels en ressources humaines, in the French form of its name, continued under the <http://time.com/collection/most-influential-people-2018/5217621/donald-trump-2> Act;

“Bankruptcy or Insolvency Event” means any of the events set out in paragraphs 1, 2, 3 or 4 of subsection 40(1) of the Act;

“Board” means the Board of Directors of the Association;

“By-laws” means the By-laws of the Association from time to time made pursuant to the Act and includes, without limitation, this general by-law, the Rules of Professional Conduct, the Standards and Guidelines of Practice, the Code of Conduct and the Operating Terms;

“Candidate” means a Nominee who has been approved as a candidate for election to the Board pursuant to Section 5.05;

“CEO” means the chief executive officer of the Association;

“Chapter” means a local group of Members who have applied for and have been granted recognition as a chapter in accordance with the By-laws, and at the date of this By-law, includes those chapters identified in Section 22.01;

“Code of Conduct” means the Code of Conduct for Board Directors, Committee Members and Officers, the Code of Conduct for Volunteers, the Code of Conduct for Members of Adjudicative Committees and the Code of Conduct for Employees attached as Schedule 2;

“Code of Ethics” means the HRPA code of ethics for Members and Students that forms part of the Rules of Professional Conduct;

“CPD Guidelines” means the CPD Guidelines created by the Association as amended from time to time;

“CPD Period” means the triennial period ending on May 31 of the third full year following the granting of a designation and the triennial periods thereafter, commencing on June 1 and ending on May 31 of the third year following;

“Date of Mailing” means the date on which ballots for the election of Directors are sent to each Member entitled to vote in an election in accordance with Section 5.05;

“Days” means calendar days and includes the last day but not the first day. If a prescribed day falls on a statutory holiday or a weekend, the next following business day is the relevant day;

“Designated Member” means a Member who was been granted a designation by the Association and is a Member pursuant to section 9.01(a), 9.01(b) or 9.01(c);

“Director” means a member of the Board as elected or appointed pursuant to the Act or Section 5; including Member Directors, Non-Member Directors and Order in Council appointees, appointed by the Lieutenant Governor in Council;

“Firm” means a partnership, including a limited liability partnership, or other association of Members, or a corporation, an entity registered by the Association under section 21 of the Act as a Firm, as well as a sole proprietorship and corporations, but not including professional corporations;

“Incapacitated” in respect of a Member has the meaning given to it in section 45 of the Act;

“Indemnitee” has the meaning given to it is Section 23.04(a);

“Member” means a member of the Association but does not include a Student;

“Member Director” means a Director elected or appointed pursuant to section 8(2)(a) of the Act and Section 5.02;

“Non-exemptible” means a requirement for registration or certification that cannot be waived by any staff member of HRP, including the CEO and the Registrar, or any committee, including the appeal committee;

“Non-Member Director” means a Director who is appointed by the Board pursuant to section 8(2)(c) of the Act;

“Nominee” means a person who submitted a written application to be considered as a Candidate for election to the Board pursuant to Section 5.05;

“Officer” means an officer as set out in Section 7.01;

“Operating Terms” means the Operating Terms for Chapters and any additional provisions consistent with the Operating Terms for Chapters contained in By-laws that have been approved by the Board;

“Order in Council Appointee” means a Director appointed pursuant to section 8(2)(b) of the Act;

“Professional Misconduct” means conduct inconsistent with the Act, this By-law, the Rules of Professional Conduct or the Standards and Guidelines of Practice that poses or may pose a risk of harm or loss to any person;

“Stratified Random Sampling” means a sampling where groups of members are,

- (a) removed from the pool of members to be sampled, or
- (b) weighted to increase or decrease the likelihood of their being selected;

“Registrar” has the meaning given to it in section 1 of the Act;

“Registrant” means any Member, student or firm who or which has been placed on the HRP register;

“Regulatory Organization” includes any organization with the authority to regulate any person, service, good, or market;

“Review Committee” has the meaning given to it in section 40 of the Act;

“Rules of Professional Conduct” means the Rules of Professional Conduct for Members attached as Schedule 1 and includes the HRP Code of Ethics; and

“Student” means an individual registered as a Student with HRP.

1.02 Gender and Case.

Words importing the singular number include the plural and vice versa; words importing gender include all genders; and references to persons may include individuals, corporations, partnerships, trusts and unincorporated organizations.

1.03 Requirement to Conduct a Hearing.

No provision of the By-laws shall be interpreted as requiring a hearing within the meaning of the *Statutory Powers Procedure Act, 1990*, unless a hearing is called for under the *Act*.

1.04 Retrospectivity.

These By-laws reflect the version in effect. Amendments may have been made. Any amendments are intended to apply retrospectively unless specifically stated otherwise.

SECTION 2: CORPORATE OFFICE, SEAL AND ASSOCIATION YEARS

2.01 Registered Office.

The registered office of the Association shall be located in the City of Toronto in the Province of Ontario.

2.02 Seal.

The seal of the Association shall be in such form as the Board may determine and shall contain the words "Human Resources Professionals Association/Association des professionnels en ressources humaines".

2.03 Membership Year.

The Association's "**Membership Year**" shall be from 1 June in one year to 31 May in the year following.

2.04 Fiscal Year.

The Association's "**Fiscal Year**" shall be from 1 December in one year to 30 November in the year following.

2.05 Surplus Assets.

Any surplus obtained from carrying on the business of the Association shall be devoted to and applied towards promoting and carrying out its objects in accordance with the Act and the By-laws and shall not be divided among the Members.

SECTION 3: COMPLIANCE WITH ACT, BY-LAWS, RULES OF PROFESSIONAL CONDUCT, AND PROFESSIONAL GUIDANCE

3.01 Obligation of Members, Students and Firms to Abide and Attest.

All Members, Students, and Firms shall as a condition of initial registration with HRP and as a condition of any subsequent renewal of registration with HRP agree to abide by the *Act*, the By-Laws of the Association, the HRP Rules of Professional Conduct, and any other professional guidance issued or amended from time to time by the Association.

This agreement shall be in the form of a written attestation using the form prescribed for that purpose.

3.02 Failure to Comply.

Applicants for initial registration with HRP, shall not be considered for registration as Members or Students unless the application is complete.

For greater clarity, applications shall be deemed complete only when they include; (1) all requested information, (2) all necessary supporting documents and, (3) all required attestations.

Members and Students who fail to complete the written attestation upon renewal of their registration have failed one of the requirements for continued membership in the Association and the Registrar shall give the Member or Student notice of intention to suspend the Member or Student and any designation that the Association has granted the Member for failure to complete the written attestation 30 Days after notice is given pursuant to s. 24.01.

If the Member or Student does not complete the written attestation that was set out in the notice within 30 Days after notice is given the Registrar:

- (1) shall suspend the Member or Student and any designation that the Association has granted the Member;
- (2) shall give the Member or Student notice of intention to revoke the Member or Student; and
- (3) may revoke the Member or Student and any designation that the Association has granted the Member for failure to complete the written attestation 30 Days after the notice to revoke is given.

A Member or Student whose registration is revoked for failure to complete the written attestation must re-apply as a new applicant and meet all of the current registration requirements for registration with the Association in order to be registered with HRP after his or her revocation.

SECTION 4: BOARD OF DIRECTORS

4.01 Composition of Board.

The affairs of HRP shall be managed in accordance with the Act and the By-laws by a Board of Directors composed of nine (9) Member Directors, zero (0) Non-Member Directors, three (3) Order in Council Appointees, appointed by the Lieutenant Governor in Council, and the CEO (collectively "Directors").

4.02 Meetings of the Board.

The Board shall meet at least four times per year, on such dates and at such times as fixed by the Chair. Additionally, any four Directors may call a meeting of the Board.

4.03 Notice of Board Meetings.

Notice of Board meetings shall be given to each Director by one of the following methods:

- (a) by telephone, facsimile, email or other electronic method not less than two Days before the meeting is to take place; or
- (b) by prepaid letter post not less than five Days before the meeting is to take place, the giving of which shall be in accordance with Section 24.01.

The statutory declaration of the Secretary or Chair that notice has been given pursuant to Section 4.03 shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

4.04 Quorum.

A quorum for a meeting of the Board shall be a majority of the Directors.

4.05 Participation by Electronic Means.

A Director may, in accordance with the Board Policy on Electronic Voting and Polling, participate in a meeting of the Board or of a committee of the Board by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed for the purposes of this By-law to be present at the meeting.

4.06 Written Board Resolutions.

A resolution signed by all the Directors entitled to vote on that resolution at a meeting of the Board or a committee of the Board is as valid as if it had been passed at a meeting of the Board or of a committee of the Board.

4.07 Evidence of Board Resolution.

Unless a ballot is demanded, an entry in the minutes of a meeting of the Board to the effect that the Chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

SECTION 5: ELECTION OF DIRECTORS

5.01 Qualification of Member Directors.

In order to be eligible to be elected as a Member Director, an individual must:

- (a) hold a CHRP, CHRL or CHRE designation;
- (b) be a Member with an Active status, and in good standing;
- (c) not be the subject of any disciplinary proceedings by the Association;
- (d) not have a finding of Professional Misconduct or Incompetence against the Member in the three years preceding the date of the election;
- (e) not have been prohibited from serving on the Board pursuant to Section 6 in the past seven years;
- (f) reside or work in the Province of Ontario;
- (g) have completed HRPB Board governance training or previous board and governance experience satisfactory to the governance and nominating committee;
- (h) have skills and experience commensurate with the needs of the Board and Association as determined by the governance and nominating committee;
- (i) be at least 18 years old;
- (j) not have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (k) not have been found to be incapable by any court or regulator in Canada or elsewhere;

- (l) not have the status of bankrupt;
- (m) not have a conflict of interest to serve as a Member Director or has agreed to remove any such conflict of interest before taking office; and
- (n) meet all other criteria established by the Board, including, but not limited to, reference checks satisfactory to the Board.

5.02 Election and Term of Office of Member Directors.

- (a) Subject to Sections 5.02(c), 5.02(d), 5.08, 5.09, 5.12, 5.13, 7.03, 7.04 and 7.06, Member Directors shall be elected by the Members for a three-year term, such term to expire at the third Annual Meeting following election to the Board. Notwithstanding that election of the Board may occur in accordance with Section 5.06, the effective date of election shall be the next Annual Meeting following the election process set out in Section 5.
- (b) Subject to Section 5.09(b), one-third of the Member Directors shall be elected for a three-year term in each annual election.
- (c) Member Directors who have served part or all of one term shall be eligible for re-election for one additional consecutive three-year term. No individual may serve as a Director for more terms than will permit six consecutive years of service on the Board; provided that this Section 5.02 shall not apply so as to prevent any person who is the Chair, Vice Chair or Past Chair to continue to serve in those offices for the remainder of the terms set out in Sections 7.03, 7.04 and 7.06 respectively.
- (d) Unless a Member Director is appointed to the Board pursuant to Section 5.09(b), no Member Director may stand again for an additional term after having completed the maximum terms or years of service permitted under Section 5.02(c) unless they have been off the Board for the same number of years they have served on the Board in total at which point they may stand again for one term of up to three years with the right to stand for election for a further three-year term.
- (e) Unless a Member Director is appointed to the Board pursuant to Section 5.09(b), no Member Director who is unsuccessful in an election for an additional term may stand again for election unless they have been off the Board for the same number of years they have served on the Board in total, at which point they may stand again for one term of up to three years with the right to stand for election for a further three-year term.
- (f) Notwithstanding the provisions of Section 5.02(c), the person(s) holding the offices of Vice-Chair (for one year), Chair (for two years), and Past Chair (for one year) shall be eligible to hold office as a Member Director for such additional time as is required to complete the terms of office designated to those offices. In that event, the number of Member Directors to be elected at an Annual Meeting may be adjusted to take into account any extended term.

5.03 Nominations.

Nominees for Member Director must be nominated by one Member entitled to vote who is not currently a Director.

5.04 Reference Checks.

The Board may prescribe the form and content of, and the standards to be met in conducting reference checks, including, but not limited to, credit checks and criminal record checks.

5.05 Nomination and Election Process.

- (a) The CEO shall supervise the nomination process.

(b) The nomination and election process for Member Directors shall be conducted in accordance with the following table:

STEP NO.	STEP	NO. OF DAYS AFTER PREVIOUS EVENT
1.	The CEO or designate shall provide each Member entitled to vote with notice of the election and shall notify each Member eligible to vote of the relevant dates and processes.	On the 1 st Friday in October each year or on such other date as may be determined annually by Board
2.	<p>Application of each individual for election shall:</p> <p>be in writing;</p> <ul style="list-style-type: none"> include a biographical statement of qualifications; and include at least one reference, who must provide such reference information in the form prescribed by the Board. <p>The CEO shall forward all properly completed applications to the Board Nomination Committee.</p>	49 Days after item 1
3.	The CEO will notify Nominees of their eligibility for election based on their application or their ineligibility for election based on their application.	7 Days after item 2
4.	Rejected Nominees re: item 3 may appeal to the appeal committee.	7 Days after item 3
5.	Appeal committee shall render its decision re: item 4.	7 Days after item 4
	<p>Board Nomination Committee will:</p> <ul style="list-style-type: none"> notify Nominees of their status of acceptance based on reference checks; or notify Nominees of rejection based on reference checks. 	21 Days after item 5
6.	Any Nominee may request the withdrawal of his or her own name or any Candidate may request the removal of his or her own name from the ballot.	14 Days after item 6
	An individual who has been rejected re: item 6 may appeal to the appeal committee.	7 Days after item 6

STEP NO.	STEP	NO. OF DAYS AFTER PREVIOUS EVENT
	<p>The appeal committee shall render its decision on an appeal re: item 8.</p> <ul style="list-style-type: none"> • If appeal is allowed, the Nominee shall be added to the list of Candidates; or • If appeal is not allowed, the rejected Nominee shall not be added to the list of Candidates. 	7 Days after item 8
7.	Announcement of Candidate list by CEO	10 Days after item 9
8.	Date of Mailing ballots or announcing Acclamation	10 Days after item 9
9.	If required, election voting shall commence	10 Days after item 9
10.	Election voting ends at 5:00 p.m. EDST.	39 Days after item 10
11.	<p>In years where there is a vote for a Chair elect, if a Member Director who is standing for election to this position is also standing in the Member Director election, the number of Member Directors to be elected will be one less than the number whose terms are completing.</p> <p>Notification of this will be made in the call for Member Director Nominations and the announcement date of the Directors elected will be made on the later of (a) three Days after the Board election process ends or (b), one Day after the Chair elect vote is taken.</p>	
12.	Announcement of new Member Directors by CEO.	Acclamation Date or 3 Days after item 13, whichever applies

(a) The Board Nomination Committee shall ensure that sufficient Candidates are nominated to fill every position. If there are an insufficient number of Candidates for election, the Board Nomination Committee shall recruit potential Member Directors from the Membership.

(b) The Governance and Nominating Committee will present to the Voting Members entitled to vote a slate of Candidates that the committee recommends for election as Member Directors.

5.06 Elections.

Where there are more Candidates than there are positions, an election will be held. Elections will be held by means of a ballot which will be sent by the Date of Mailing to every Member qualified to vote.

5.07 Elections Officer and Balloting.

The CEO and Secretary of the Association, or designate shall act as the Chief Elections Officer and implement the Nomination and Election process laid out in the By-Laws. The deadline date for return of the ballots shall be 39 Days after the Date of Mailing and shall be clearly indicated in the ballot package. Balloting may also occur by electronic means.

5.08 Acclamation.

If there is the same number of or fewer Candidates as there are vacant positions, the Candidates shall be acclaimed on the Acclamation Date and steps 12, 13 and 15 in the table above will not be completed.

5.09 Incomplete Term of a Member Director.

If a vacancy occurs at any time among the Member Directors, the vacating Member Director shall be replaced for the remainder of the term by:

- (a) the next available and eligible runner-up who most recently stood for election in a general election or by-election ; or
- (b) in case there was no available or eligible runner-up, the Board may, appoint a Director who ceased to be a Director within the past three years and who meets the criteria as set out in s. 5.01; or
- (c) in case there was no available previous Director or eligible runner-up, the Association shall call a province-wide by-election to fill the vacancy before the next general election of Member Directors under Section 5.02(b).

A Director Member appointed or elected pursuant to this section shall hold office for the remainder of the unexpired portion of the term of the vacating Member Director.

5.10 Non-Member Director.

In a year where a skill gap exists on the Board the Board may amend the By-laws to fix the number to one Non-Member Director, in accordance with the Act. A Non-Member Director who is not disqualified under the terms of Section 5.11, which individual shall serve on the Board for a term of two years. A Non-Member Director may be re-appointed for two additional terms of two years, to a maximum of six years.

5.11 Qualifications of Non-Member Director.

No Non-Member Director, nor a Member of his or her family may:

- (a) be a current or previous Member of another self-regulatory human resources body;
- (b) be a current employer, or an employee, of a human resources professional;
- (c) be an employee of any certification organization or certifying body;
- (d) currently be deriving, nor in the past five years have derived, more than 5% of his or her total income, directly or indirectly, from human resources management activities (as attested by statutory declaration or other evidence satisfactory to the governance and nominating committee); and
- (e) have been employed by, or provided contract services to HRPAA at any time during the five years preceding his or her appointment as a Non-Member Director.

5.12 Ceasing to be a Director.

An individual ceases to be a Director of the Association upon:

- (a) the Director's death;
- (b) the Director's resignation;
- (c) the expiry of the Director's term if the Director is not re-elected or re-appointed;
- (d) the Member Director after appropriate warning ceases to be a Member in good standing; or
- (e) removal of a Director pursuant to Section 5.13.

When an individual ceases to be a Director, any records and materials belonging to the Association that are in that individual's possession shall be returned forthwith.

5.13 Removal of Directors.

A Director or a Non-member Director may be removed from office where the Director has failed to live up to their duties under the Act or the By-Laws or has been found to be in violation of the Board's Code of Conduct pursuant to the processes set out in Section 6.

5.14 Conflict of Interest.

- (a) A Director who (i) is a party to a material contract or transaction or proposed material contract or transaction with the Association or (ii) is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Association, shall disclose to the Association or request to have entered into the minutes of meetings of the Board the nature and extent of his or her interest.
- (b) The disclosure required by Section 5.14(a) must be made (i) at the meeting at which a proposed contract or transaction is first considered, (ii) if the Director was not then interested in a proposed contract or transaction, at the first meeting after he or she becomes so interested, (iii) if the Director becomes interested after a contract is made or a transaction is entered into, at the first meeting after he or she becomes so interested, or (iv) if a person who is interested in a contract or transaction later becomes a Director, at the first meeting after he or she becomes a Director.
- (c) A Director referred to in Section 5.14(a) shall not attend any part of a meeting of the Board during which the contract or transaction is discussed and shall not vote, or attempt to influence a vote on a resolution to approve the contract or transaction unless the contract or transaction is one for indemnity or insurance.

SECTION 6: BOARD AND VOLUNTEER GOVERNANCE

6.01 General Governance Issues.

The mandate of the Governance and Nominating Committee is to maximize Board effectiveness:

- a) through the development and maintenance of appropriate governance principles and practices;
- b) by ensuring optimal alignment of Board and Board committee membership and Director competencies;
- c) by encouraging an appropriate balance between the need to respect the democratic process and the need to populate the Board with individuals with the necessary knowledge, ability and commitment to fulfill their Board responsibilities;

- d) by ensuring oversight of Chapters' Operating Terms and governance changes; and
- e) by considering any complaint that a Director or a volunteer of the Association has failed to live up to their volunteer duties under the *Act* or the By-Laws or any breach of the respective Codes of Conduct.

6.02 Code of Conduct Complaints.

The Governance and Nominating Committee shall consider a complaint made by a Member, a Director or the Registrar that a Director, or a volunteer of the Association has failed to live up to their duties under the *Act* or the By-Laws or has breached an obligation under the respective Codes of Conduct.

6.03 Chair to Appoint Panel.

Upon receiving a complaint under Subsection 6.02, the Chair of the Governance and Nominating Committee shall appoint a panel from among the members of the committee who shall do one or more of the following:

- (a) determine that the complaint does not warrant investigation and take no action;
- (b) attempt informal resolution of the complaint, including permitting a Chapter to attempt resolution where appropriate;
- (c) investigate the complaint; or appoint an independent agent to examine the complaint; or
- (d) order that the subject of a complaint's position on the Board, a Chapter Board or a committee, as the case may be, be suspended, or be subject to any restrictions or conditions that the panel may specify, pending the outcome of the investigation and any proceeding, if there are reasonable grounds to believe that it is necessary to prevent harm to the Association.

Since the matters relate to internal governance, the panel may include individuals who currently know or previously knew the subject of the complaint through their activities in the Association or who have had some familiarity with the events that are likely to be part of the investigation.

6.04 Investigative Procedures and Members' Duties.

A person subject to an investigation of a complaint under Section 6.03 shall cooperate fully with the panel's investigation and/or their independent agent.

6.05 Panel Process.

The panel shall consider every matter referred to it and shall adopt such procedures as it considers to be fair in the circumstances, including directing that a proceeding be held through the exchange of documents only, by teleconference or in person.

6.06 Decision of the Panel.

If, after any investigation that the panel deems appropriate, the panel finds that a subject of a complaint has failed to live up to their duties under the *Act* or the By-laws or has breached an obligation under the Code of Conduct or, it may make any one or more of the following recommendations to the Board:

- (a) that the Board censure the subject of the complaint and if deemed appropriate publish such censure in a manner deemed appropriate by the panel;
- (b) that the Board impose terms, conditions and limitations on the subject of the complaint's ability to serve the Association;
- (c) if the subject of the complaint is a Director or Non-member Director that the Board remove the Member Director or Non-member Director from his or her position;
- (d) that the Board remove the subject of the complaint from one or more committees;
- (e) if the subject of the complaint is an Order in Council Appointee, that the Board send a report to the Lieutenant Governor in Council requesting their removal;
- (f) if the subject of the complaint is a Member, that the Board direct the Registrar to make a complaint to the complaints committee about the conduct; or
- (g) that the Board negotiate a settlement agreement between the Association and the subject of the complaint.

6.07 Combining Proceedings.

If two or more proceedings before the panel involve the same subject of a complaint or the same or similar questions of fact, law or policy, the panel may, without the consent of the parties, combine the proceedings or any part of them or hear the proceedings at the same time.

6.08 Decision of the Board.

If the panel makes a recommendation to the Board under subsections 6.06 (b), (c), (d) or (e), the Board shall determine whether the subject of the complaint has failed to live up to their duties under the Act or the By-Laws or has been found to be in violation of the Board's Code of Conduct shall, by a simple majority affirmative vote of Directors present and voting:

- (a) approve and implement the panel's recommendations;
- (b) reject the panel's recommendations and do one of the following:
 - a. impose a different sanction; or
 - b. dismiss the complaint

In advance of any deliberation and vote, the subject of the complaint shall not take part in the deliberation or vote, however, he or she shall be given a reasonable opportunity to respond to the complaint.

6.09 Decision, Order Final.

A decision or order of the Board under Section 6.08 is final.

6.10 Publication.

Unless otherwise provided, the decisions of the panel and of the Board under this Section 6 shall not be published unless there is reasonable grounds to believe it is necessary to do so in the public interest.

SECTION 7: OFFICERS

7.01 Officers.

In the first year of a Chair's term of office, the Officers of the Association shall include the Chair, Past Chair (if the Past Chair is still a Director), the Chief Executive Officer and the Registrar.

In the second year of a Chair's term of office, the Officers shall include the Chair, Vice Chair the Chief Executive Officer and the Registrar.

The Board may name any other Officers as it may choose and appoint one or more individuals to each office.

7.02 Chair Term of Office.

Subject to Section 7.04, the Chair shall hold office for a term of two years, to commence at the next Annual Meeting following the process set out in Section 7.04, or until the Chair's successor is elected or appointed in the Chair's stead, and which term shall expire at the second Annual Meeting following the Chair's appointment.

7.03 Selection of Vice Chair/Past Chair.

(a) During the one-year period commencing at the adjournment of the Annual Meeting and ending at the adjournment of the Annual Meeting next following, the individual whose term of office of Chair has ended at the adjournment of the first of such Annual Meetings shall hold the office of Past Chair. Unless otherwise elected or appointed, this individual shall cease to hold the office of Past Chair at the end of such one year period.

(b) In the year following the one year period described in Section 7.03(a), the individual elected in accordance with Section 7.03(d) shall serve as the Vice Chair.

(c) The Vice Chair shall be elected by the Board at a Board meeting to be called and held between the date of the announcement of the election of Directors set out in step one in Section 5.05(b) and the date of step seven of the table in Section 5.05(b).

(d) Any Member Director is eligible to stand for election as Vice Chair of the Board. Candidates for Vice Chair require one supporting Board Director in order to stand for election. Any such Director who wishes to stand for election as Vice Chair must declare his or her intent to do so no later than a nomination deadline to be established from time to time by the Board.

(e) The Election Process and Voting procedures for Vice Chair shall be conducted in accordance with the following table:

STEP NO.	STEP	NO. OF DAYS AFTER PREVIOUS EVENT
1.	The CEO or designate shall provide each Director with notice of the Vice Chair election. Notice will include the relevant dates for the Vice Chair election Process and Voting procedures.	On the 2nd Friday in October each year or on such other date as may be determined annually by Board.
2.	Application of each individual for the Vice Chair election shall: <ul style="list-style-type: none"> • be in writing; 	On the 2 nd Friday in November each year or on such other date

STEP NO.	STEP	NO. OF DAYS AFTER PREVIOUS EVENT
	<ul style="list-style-type: none"> • Include name of Director who supports • include the Director's resume • a Director's statement of qualifications (no more than two pages in length); <p>All properly completed applications are to be submitted to the Chair of the Board or their designate.</p>	as may be determined annually by Board.
3.	<p>Announcement of Director list and start of campaign period to the Board of Directors by the Chair or their designate. The announcement will include:</p> <ul style="list-style-type: none"> • Directors resume; and • Director statement of qualifications (no more than two pages in length); 	7 Days after item 2
4.	<p>Procedure for Director presentations:</p> <ul style="list-style-type: none"> • Directors standing for election will be allowed to make an oral presentation, lasting no more than 10 minutes, to the members of the Board and the recording secretary immediately prior to the start of the December Board Meeting. • Directors will draw straws to determine order of presentations. • Directors who have brought their name forward for nomination will leave the room during other Director presentations. • After each presentation each Director will participate in Q and A period. • Once the Q and A period has concluded, each Director will be asked to recuse themselves so the Board may deliberate. 	December Board Meeting
5.	<p>Voting Procedures:</p> <ul style="list-style-type: none"> • Board Directors will be asked to write down their choice for Vice Chair and submit their choice to the Chair of the Board. • In the case of a Board Member voting by phone, the Board Member(s) will indicate their choice orally or be email to the Chair of the Board. • Once this is completed the Chair and Secretary will leave the room and tabulate the votes for each candidate. • If a candidate receives at least 51% of the votes, that person is the successful candidate. 	December Board Meeting

STEP NO.	STEP	NO. OF DAYS AFTER PREVIOUS EVENT
	<ul style="list-style-type: none"> • The Board Chair will then announce to the Board, the name of the individual who was successful in the Election of the Vice-Chair. • In a situation (in the case of more than two candidates) where no Director receives 51% of the vote, the candidate with the lowest number of votes is eliminated and another round of voting takes place as above. This will continue until a single Director receives a minimum 51% of the vote at which point, that person will be declared the successful Director. • The number of votes for each person standing for election will not be disclosed. • A motion shall be moved to destroy the ballots. 	

- (f) Any individual who is up for re-election in the Association's Board Election, must adhere to the Association's deadline for Board Nominations, posted as prescribed in Section 5.05(b).

7.04 Succession of Vice Chair to Chair.

In the year in which the term of office of the Chair expires, the Board shall, at the last Board meeting called and held prior to the Annual Meeting, consider whether the person who is Vice Chair shall succeed to the office of Chair; in doing so, the Board shall consider the recommendation of the governance and nominating committee whose recommendation shall be made in accordance with Section 7.03(d).

- (a) If there is an equality of votes at such Board meeting on the question, the vote of the then Vice Chair shall not be counted.
- (b) If the Board determines that the individual who is then the Vice Chair shall succeed to the office of Chair, such person shall take office as Chair at the next Annual Meeting, and hold office pursuant to Section 7.02.
- (c) If it is determined that the person who is then the Vice Chair shall not succeed to the office of Chair, the Board shall elect another individual to be Chair, and such individual shall hold office pursuant to Section 7.02.

7.05 Removal of Officers.

The Chair, the Vice Chair, Past Chair and the Secretary may each be removed from office by a two thirds majority vote cast by the remaining Directors present and voting at a meeting of which notice of intention to pass such motion has been previously given.

7.06 Incomplete Term of Chair, Vice Chair or Past Chair.

- (a) If the Chair is unable to complete the term of office of the Chair, the Past Chair or Vice Chair will fill the position for the remainder of that term. The Board may extend the term of office of the Chair for the year during which such Director would have otherwise become Chair;
- (b) If the Vice Chair is unable to complete the term of office of Vice Chair, a new Vice Chair will be elected by the Board from among the Directors;

- (c) If both the Chair and the Vice Chair are unable to complete their terms of office during the same year, the Board shall elect amongst them a new Chair and Vice Chair;
- (d) If the Past Chair is unable to complete or assume the term, the position shall remain vacant and the Past Chair's responsibilities will be assigned to other Directors.

7.07 Duties of Chair.

The Chair is responsible for facilitating highly effective performance by the Board and governance of the Association. The Chair is not an executive and is not responsible for the operational management of any aspect of the Association's activities. The Chair is the voice of the Board in communications with the CEO.

7.08 Duties of Vice Chair/Past Chair.

The Vice Chair or Past Chair, as the case may be, may assist the Chair and may fulfil the Chair's role as deemed appropriate by the Chair.

7.09 Duties of CEO and Secretary.

The CEO shall be appointed by the Board. The CEO shall be the corporate secretary of the Association and is responsible for facilitating the highly effective performance of the Association. The CEO is the highest-ranking executive of the Association and as such is responsible for the operational management of all aspects of the Association's activities as well as working with the Board to help set the overall strategy for the Association. The CEO is the voice of the HRP staff in communications with the Board.

7.10 Registrar.

The Board shall appoint a Registrar, who is not a Member of the Board, to perform the functions assigned to the Registrar by the Act, the By-laws and the Board.

7.11 Remuneration of Directors, etc.

Member Directors and Non-Member Directors shall serve without remuneration provided, however, they shall be entitled to be reimbursed for reasonable expenses incurred in carrying out their duties.

SECTION 8: COMMITTEES

8.01 Types of Committees.

There shall be three types of committees:

- (a) Board committees: Membership shall be composed solely of Directors;
- (b) Statutory committees; and
- (c) Standing committees

8.02 Board Committees.

Board committees are the following:

- (a) governance and nominating;
- (b) audit and finance; and
- (c) human resources and compensation.

8.03 Statutory Committees.

Statutory committees are the following:

- (a) capacity;
- (b) complaints;
- (c) discipline;
- (d) appeal; and
- (e) review.

8.04 Standing Committees.

Standing committees include the following:

- (a) professional standards;
- (b) registration;
- (c) experience assessment;
- (d) academic standards;
- (e) continuing professional development;
- (f) CHRE review;
- (g) awards judges panel
- (h) Board nominating, which reports to the governance and nominating committee.

8.05 Other Committees and Task Groups.

The Board or CEO may appoint such additional committees and ad hoc task groups as they deem advisable.

8.06 Panels.

A committee may sit in panels for the purposes of exercising its powers and performing its duties under the Act, the By-laws or any other purposes. For the purposes of the Act, a decision of a panel of a committee constitutes a decision of the committee. A panel may be appointed by the Chair of the committee.

8.07 Procedures.

The rules of procedure governing the process before a committee shall be established by the committee.

SECTION 9: MEMBERSHIP

9.01 Membership Class.

There shall be five classes of members of the Association:

- (a) Certified Human Resources Professionals (CHRP);
- (b) Certified Human Resources Leaders (CHRL);
- (c) Certified Human Resources Executives (CHRE);
- (d) Practitioner Members; and
- (e) Allied Professional Members.

9.02 Certified Human Resources Professionals (CHRP).

Certified Human Resources Professionals (CHRP) with Active status shall have the right to

- (a) receive notice of, to attend (in person or by proxy) all meetings of Members;
- (b) exercise one vote each at all meetings of Members;
- (c) if otherwise qualified, stand for election as a Member Director; and
- (d) other privileges of Membership as set out in the By-laws.

9.03 Certified Human Resources Leaders (CHRL).

Certified Human Resources Leaders (CHRL) with Active status shall have the right to

- (a) receive notice of, to attend (in person or by proxy) all meetings of Members;
- (b) exercise one vote each at all meetings of Members;
- (c) if otherwise qualified, stand for election as a Member Director; and
- (d) other privileges of Membership as set out in the By-laws.

9.04 Certified Human Resources Executives (CHRE).

Certified Human Resources Executives (CHRE) with Active status shall have the right to

- (a) receive notice of, to attend (in person or by proxy) all meetings of Members;
- (b) exercise one vote each at all meetings of Members;
- (c) if otherwise qualified, stand for election as a Member Director; and
- (d) other privileges of Membership as set out in the By-laws.

9.05 Practitioner Members.

Practitioner Members shall:

- (a) not have the right to receive notice of, to attend or to vote at meetings of the Members;
- (b) have such privileges as may be set out in the By-laws.

9.06 Allied Professional Members.

Allied Professional Members shall:

- (a) not have the right to receive notice of, to attend or to vote at meetings of the Members;
- (b) have such privileges as may be set out in the By-laws.

9.07 Transferability.

Membership is not transferable.

9.08 Requirements and Qualifications for Membership.

The Registrar shall grant Membership to every individual who applies in accordance with Section 9.08 of the By-laws and who:

- (a) is of apparent good character;
- (b) has met the criteria for the class of Membership to which the individual has applied;
- (c) has agreed to abide by the Rules of Professional Conduct, the Standards and Guidelines of Practice, the Code of Conduct and any other criteria as established by the Board, as applicable;
- (d) if living or working in Ontario, is affiliated with a Chapter; and

- (e) has paid all applicable Membership dues.

Provided that an applicant's application for Membership is complete and accurate, and that the applicant has met the criteria listed above, the Registrar shall grant Membership to the applicant in the appropriate class of Membership.

Once admitted to a given class of Membership, Members must continue to meet the criteria for Membership in that class to remain in that class of Membership. However, Members who cease to meet the criteria for one class of Membership may meet the criteria for another class of Membership.

9.09 Practitioner Member.

An applicant who only meets the criteria set out in Section 9.08 shall be granted a Practitioner Membership.

9.10 Allied Professional Member.

An applicant who meets the criteria set out in Section 9.08 and who is a current member of a regulated profession listed in Schedule 1 of the Fair Access to Regulated Professionals and *Compulsory Trades Act, 2009*; and any other professional regulatory bodies as the Board may approve at its sole discretion from time to time may be admitted to the category of Allied Professional.

9.11 Application for Membership.

All applicants for Membership in the Association shall submit complete and accurate application documents, and shall pay all required fees, including:

- (a) completing and signing the Membership application form indicating that the applicant has read and understood all terms and conditions of Membership in the Association;
- (b) completing and signing the good character attestation form including the permission to request information from other professional regulatory bodies that the applicant is currently a member of or has been a member of in the past; and
- (c) paying the fees relevant to his or her Membership class.

9.12 Duties of Registrar.

Upon submission of complete and accurate application documents, the Registrar shall:

- (a) register the applicant; or
- (b) refer the application to the registration committee.

9.13 Collecting Information.

Before making a referral to the Registration Committee, the Registrar may reach out to the applicant to request information regarding the possible grounds for the referral. The applicant shall be provided at least 30 Days to submit the requested information.

9.14 Referrals to the Registration Committee.

The Registrar shall refer an application for registration to the registration committee if:

- (a) any of the information provided on the good character attestation form is unsatisfactory to the Registrar;
- (b) the Registrar is of the opinion that conditions or restrictions should be imposed in regards to Membership in the Association;
- (c) the Registrar is of the opinion that the applicant does not meet the criteria for registration for the category applied for; or
- (d) the Registrar is of the opinion that the applicant may for some reason be unsuitable for Membership in the Association.

9.15 Notice to Applicant.

If the Registrar refers an application to the registration committee, the Registrar shall give the applicant notice of the grounds for the referral and of the applicant's right to make written submissions to the registration committee.

9.16 Restrictions or Conditions on Consent.

If the Registrar is of the opinion that Membership should be granted to an applicant with restrictions or, conditions imposed and the applicant consents to the imposition thereof, the Registrar may do so with the approval of a panel of the registration committee selected by the chair of the committee for that purpose.

9.17 Disclosure of Application File.

The Registrar shall give an applicant for registration, at his or her request, all the information and a copy of each document the Association has that is relevant to the application.

9.18 Exception.

The Registrar may refuse to give an applicant anything that may, in the Registrar's opinion, jeopardize the safety of any person.

9.19 Consideration by Panel.

An applicant may make written submissions to the panel within 10 Days after receiving notice pursuant to Section. 24.01 or within any longer period the Registrar may specify in the notice.

9.20 Orders by Panel.

After considering the application and the submissions, the panel of the registration committee may make an order to do any one or more of the following:

- (a) direct the Registrar to admit the applicant to Membership in the Association;
- (b) direct the Registrar to impose specified conditions or restrictions on the applicant's Membership and specify a limitation on the applicant's right to apply for removal or modification thereof under Section 9.22; or
- (c) direct the Registrar to refuse to admit the applicant to Membership in the Association.

Despite Section 9.20(a), the registration committee shall not deem that an applicant has met the requirements for Membership where the Membership requirement is Non-exemptible.

9.21 Application for Removal or Modification of Any Restriction or Condition.

A Member may apply to the registration committee for an order directing the Registrar to remove or modify any restriction or condition imposed on the Member's Membership as a result of a registration proceeding.

9.22 Limitations.

The right to apply under Section 9.21 is subject to any limitation in the order imposing the condition or restriction or to which the Member consented and to any limitation made under Section 9.24 in the disposition of a previous application under Section 9.

9.23 Orders.

After considering the application under Section 9.21 and the Member's submissions if any, the registration committee may make an order to do any one or more of the following:

1. refuse the application;
2. direct the Registrar to remove any condition or restriction imposed on the Member's Membership;
or
3. direct the Registrar to modify restrictions or conditions on the Member's Membership.

9.24 Limitations on Applications.

When an application has been disposed of under Section 9.23, the applicant may not make a new application under Section 9.21 within six months of the disposition without leave of the Registrar.

9.25 Registrar's Leave.

The Registrar may only give leave for a new application to be made if the Registrar is satisfied that there has been a material change in circumstances that justifies giving leave.

9.26 Notice of Orders.

The registration committee shall give the applicant notice of an order it makes and written reasons for it if the order:

- (a) directs the Registrar to refuse to grant Membership with the Association;
- (b) directs the Registrar grant Membership with the Association if the applicant successfully completes examinations or additional training;
- (c) directs the Registrar to impose conditions or restrictions on the Membership of the applicant; or
- (d) refuses an application for an order removing or modifying any condition or restriction imposed on a Member's Membership.

9.27 Appeal.

An applicant who has been given a notice of an order under Section 9.26 may appeal the order to the appeal committee. Otherwise the decision of the registration committee is final.

9.28 Disposal by Appeal Committee.

A panel of the appeal committee shall, following consideration of an appeal under Section 9.27, make an order to do any one or more of the following:

1. confirm the order appealed from;
2. require the registration committee to make an order directing the Registrar to grant Membership with the Association to the applicant and to impose any conditions or restrictions the panel considers appropriate;
3. refer the matter back to the registration committee for further consideration, together with any reasons and recommendations the appeal committee considers appropriate; or
4. dismiss the appeal.

9.29 Limitation on Order.

The appeal committee in making an order shall not require the registration committee to direct the Registrar to grant Membership in the Association to an applicant who does not meet a registration requirement that is Non-exemptible.

9.30 Parties.

The Association and the applicant are parties to an appeal.

9.31 Membership Status.

Members of the Association will have one of the following statuses:

- (a) active;
- (b) retired; or
- (c) suspended.

9.32 Active Status.

The status of active denotes that a Member is active and enjoys all the rights and privileges relating to their class of Membership.

Unless otherwise stated, Members in the CHRP, CHRL and CHRE class, with the status of Active shall have the right to receive notice of, to attend (in person or by proxy) and to exercise one vote each at all meetings of Members and shall have such other privileges of Membership as set out in the By-laws.

9.33 Retired Status.

The status of retired denotes that a Member is no longer active in professional practice. Members with a retired status who have been granted a designation are no longer required to meet the continuing professional development requirement; however, these Members must indicate that they are retired when they use any designation or initials granted by HRPAs recognized by HRPAs by using (Retired) or (Ret.) after the designation or initials.

Members in the CHRP, CHRL and the CHRE class who are in the status of Retired shall not have the right to receive notice of, to attend or to vote at meetings of the Members. They shall have such privileges as may be set out in the By-laws.

9.34 Suspended Status.

The status of suspended denotes that a Member has had his or her Membership rights and privileges temporarily suspended (subject to a Member's right to appeal the suspension under the Act).

9.35 Good Standing.

A Member shall be considered to be in good standing unless his or her Membership is suspended.

9.36 Resignation by Member.

A Member may resign at any time by delivering his or her written resignation in a form acceptable by HRPAA to the Registrar. Such resignation takes effect at the time the resignation is received by the Registrar or at the time specified in the resignation, whichever is later. Resignation terminates the Member's Membership in the Association.

9.37 Resignation.

A Member who resigns his or her Membership must re-apply as a new applicant and meet all of the current registration requirements for Membership in the Association in order to be granted Membership after his or her resignation.

9.38 Effect of Resignation on Designation.

- (a) If a Member resigns his or her Membership, that Member shall no longer hold a designation as set out in Section 10 or identify himself as a designation holder.
- (b) Re-applying for Membership after it has been resigned does not automatically re-grant a designation.
- (c) Members whose Membership was resigned and who re-apply for Membership have to meet all of the requirements in place at the time of application to be granted a designation.
- (d) Notwithstanding Subsection 9.38(c), if a Member resigns his or her Membership with HRPAA but has their designation recognized by another provincial HR Association and maintains his or her designation with that provincial HR Association, upon rejoining HRPAA any designation previously granted by HRPAA may be reinstated without requiring the former Member to complete any additional requirements for the designation in place at that time.

9.39 Revocation of Membership.

Subject to the Member's right to appeal under the Act, a Member's Membership is terminated upon revocation by the Association.

9.40 Effect of Suspension, Revocation and Reinstatement on Designation.

- (a) If a Member's Membership is suspended or revoked that Member shall no longer hold a designation as set out in Section 10 or identify themselves as a designation holder.
- (b) Reinstatement of Membership after it has been suspended or revoked does not automatically re-instate a designation.

- (c) Members whose Membership was revoked and who re-apply for Membership have to meet all of the requirements in place at the time of application to be granted a designation.

9.41 Membership Fees.

The Board shall determine the annual Membership fees and any exemptions from all or part of the Membership fees.

9.42 Suspension and Revocation for Non-payment of Fees.

If a Member fails to pay a fee that he or she is required to pay in accordance with the Act or the By-laws, the Registrar shall give the Member notice of intention to suspend the Member and any designation that the Association has granted the Member for failure to pay the fee 30 Days after notice is given.

If the Member does not pay the fee that was set out in the notice within 30 Days after notice is given the Registrar:

- (a) shall suspend the Member and any designation that the Association has granted the Member; and
- (b) shall give the Member notice of intention to revoke the Member; and
- (c) may revoke the Member and any designation that the Association has granted the Member for failure to pay the fee 30 Days after the notice to revoke is given.

A Member whose Membership is revoked for non-payment of fees must re-apply as a new applicant and meet all of the current registration requirements for Membership in the Association in order to be granted Membership after his or her revocation.

9.43 Reinstatement Following a Suspension Imposed under Section 9.42.

A Member whose Membership has been suspended under section 9.42 who seeks reinstatement before revocation occurs must:

- (a) pay all fees the Member failed to pay;
- (b) pay any applicable late fees;
- (c) pay any applicable reinstatement fees; and
- (d) provide evidence of having completed the required Continuing Professional Development Activities, if applicable.

9.44 Suspension for Other Reasons.

The Board may, in its discretion, suspend the Membership of any Member who abuses the privileges of Membership by inappropriate use of the Membership directory or any other Association material, by inappropriate activities involving the solicitation of business or by breach of the Code of Conduct, Rules of Professional Conduct or Standards and Guidelines of Practice.

9.45 Application for Reinstatement Following a Suspension Imposed under Section 9.44.

An individual whose Membership has been suspended for reasons other than non-payment of fees may apply for reinstatement of his or her Membership in the manner and form approved by the Association.

An application for re-instatement must be made to:

- (a) the committee that imposed the suspension or revocation; or
- (b) the Board if the Board imposed the suspension or revocation.

SECTION 10: DESIGNATIONS AND HONOURARY TITLES

10.01 Requirements for Designations and Honourary Titles.

All applicants for a designation or honorary title shall satisfy the requirements and qualifications for Membership as set out in Sections 9.08 and 10.

10.02 Authorization to Use a Designation by the Board.

The Board shall prescribe the criteria applicants need to fulfill to be authorized to use the Certified Human Resources Professional (CHRP) designation, the Certified Human Resources Leader (CHRL) designation or the Certified Human Resources Executive (CHRE) designation. Once an applicant has met the criteria as prescribed by the Board, the Registrar shall communicate the authorization to use the CHRP, CHRL or CHRE designation to the applicant on behalf of the Board. Notification of an applicant by the Registrar that the applicant has met the criteria as prescribed by the Board and has been authorized to use the CHRP, CHRL or CHRE shall constitute a decision of the Board.

10.03 Requirements for the Designation Certified Human Resources Professional (CHRP) Designation.

In order to be authorized to use the designation Certified Human Resources Professionals (CHRP), Members must meet all the following criteria:

1. Successful completion of the coursework prescribed by the Board or equivalent,
2. Successful completion of the knowledge exam prescribed by the Board;
3. Successful completion of the job ready program prescribed by the Board;
4. Successful completion of the jurisprudence exam prescribed by the Board; and
5. Continued compliance with the Continuing Professional Development requirement prescribed by the Board.

All of the requirements in this Section 10.03 are Non-exemptible except paragraph (3) (prescribed job ready program) which may be exempted for members with HR work experience deemed satisfactory by the Registrar.

10.04 Certified Human Resources Leader Designation.

An applicant for recognition as a Certified Human Resources Leader shall meet the following requirements:

- (a) successful completion of coursework as prescribed by the Board ;
- (b) successful completion of a post-secondary educational program as prescribed by the Board;
- (c) successful completion of the knowledge exam as prescribed by the Board;
- (d) successful completion of the professional program as prescribed by the Board;
- (e) documentation, satisfactory to the Registrar, of successful completion of three years of experience in human resources at a professional level;

- (f) successful completion of a jurisprudence exam as prescribed by the Board;
- (g) successful completion of a final performance exam as prescribed by the Board; and
- (h) continued compliance with the Continuing Professional Development requirement

All of the requirements in this Section 10.04 are Non-exemptible except paragraph (c) (prescribed knowledge exam) which may be exempted for graduates of a post-secondary program approved by the Board.

10.05 Certified Human Resources Executive Designation.

An applicant for recognition as a Certified Human Resources Executive shall provide satisfactory evidence, to establish Executive-level competence in the CHRE competencies as prescribed by the Board and continued compliance with the Continuing Professional Development requirement.

10.06 Fellow of the Human Resources Professionals Association Title.

Upon recommendation of the Awards Committee, the Board may authorize a Member of the Association to use the title of Fellow of the Human Resources Professionals Association and to use the initials FHRPA after their name. The Fellow of the Human Resources Professionals Association shall be awarded to Members who hold a designation granted by the Association and who have made outstanding contributions in at least three of four key areas:

- (a) Raising the profile of the Human Resources profession as a profession;
- (b) The development, sharing or promotion of innovative Human Resources concepts, policies and practices;
- (c) Service to the Association; and
- (d) Service to the broader community as a Human Resources professional.

Nominations for the title of Fellow of the Human Resources Professionals Association shall be made in accordance with the procedures set out by the Awards Committee.

That an individual has been granted the right to use the title of Fellow of the Human Resources Professionals Association shall be recorded in the Register.

Individuals must continue to be Members in good standing and maintain their designation through continuing professional development to maintain the right to use the title of Fellow of the Human Resources Professionals Association and to use the initials FHRPA after their name.

10.07 Emeritus Human Resources Professional.

Upon nomination, individuals who are not Members of the Association being of good character and having been judged to have made a significant contribution in at least one or more of the following areas may be granted the honorary title of Emeritus Human Resources Professional and the right to use the initials EHRP after their name:

1. Instrumental in raising the profile of the Human Resources profession as a vital strategic partner to senior leaders of organizations within the province of Ontario regardless of place or residence;
2. Strong and notable history of developing, sharing or promoting skills and knowledge of the Human Resource profession; advocating on behalf of the Human Resources profession;
3. Service to HRP through their works impact at the provincial, chapter and/or national level;

4. Service to the broader community within the context of the Human Resource Profession, embracing the HRP Rules of Professional Conduct.

SECTION 11: CONTINUING PROFESSIONAL DEVELOPMENT

11.01 Principle of Continuing Professional Development.

The main purpose of Continuing Professional Development (CPD) is to serve the public interest by fostering the maintenance and increase in knowledge, competence, skill and proficiency of HR professionals through CPD activities as an important and integral element of ongoing professional development.

11.02 CPD Committee.

The CPD Committee is responsible for ensuring that Designated Members meet the CPD requirement for maintaining their designation as outlined in the Terms of Reference.

11.03 General Continuing Professional Development Requirements.

Every Designated Member must:

- (a) Complete the prescribed number of CPD hours for their designation during each CPD Period.
- (b) Submit a CPD log, in accordance with the CPD Guidelines, to the Registrar on or before the end date of their current CPD period.
- (c) Comply with the CPD audit requirement if selected.

11.04 CPD Activities.

CPD activities can be obtained from activities as outlined in the CPD Guidelines.

11.05 Pre-Approval not Required.

CPD activities do not need to be pre-approved by HRP, but must further a Member's human resources skills as an HR professional.

11.06 Maintaining Records.

Members are required to maintain records of their CPD activities for their current CPD period and for a period of two years after a CPD log is due or submitted, whichever is later. Members do not need to submit the detailed documentation but must keep it for the required period in case the log is chosen for a CPD audit.

11.07 CPD Log Submission.

CPD logs should be submitted as per the CPD Guidelines.

11.08 Early Submission.

Submission of a CPD Log prior to the end of a CPD Period date does not change the original or future CPD Periods.

11.09 Failure to comply with the CPD requirement.

If a Designated Member fails to submit a CPD log on or before the end date of their current CPD Period or fails to obtain the prescribed CPD hours, they shall be notified that:

- (a) Within 60 Days of the end date of their current CPD Period, the Member's designation will be suspended if the CPD log remains outstanding and/or insufficient CPD hours have been obtained; and that
- (b) Within 60 Days of the suspension of the Member's designation, the designation will be revoked if the CPD log remains outstanding and/or insufficient CPD hours have been obtained.

11.10 Appeal of Suspension, Revocation.

The Member can appeal the decision to suspend or revoke their designation due to failure to submit a CPD log on or before the end date of their current CPD Period or due to insufficient CPD hours having been obtained by filing a Request to Appeal Form with the Association within 30 Days of receiving notification that their designation was suspended or revoked.

11.11 Suspension, Revocation on Hold during Appeal.

If an appeal request is filed, the suspension or revocation will be placed on hold until a final decision has been adjudicated.

11.12 CPD Audit.

To ensure the integrity and standard of professionalism reflected in the granting of the CHRP designation and the CHRL and CHRE designations, HRPA will randomly, including by stratified random sampling, audit CPD submissions annually.

11.13 Compliance with Audit Requirement.

Designated Members selected for the audit shall respond and supply information as requested by the CPD committee and within the timeframe set out in the audit notification.

11.14 Requests for Additional Information and/or additional CPD Activities.

The CPD committee upon reviewing the CPD logs of those Members selected for an audit may make requests for additional information and/or submission and proof of additional activities. All requests for additional information and/or submission and proof of additional activities will include detailed instructions as to the additional information and/or additional activities being sought, as well as provide a timeline for compliance with the request.

11.15 Disallowance of CPD Activities.

The committee may disallow some of the claimed CPD activities if:

- (a) Supporting documentation is missing or insufficient;
- (b) The activity is outside the scope of acceptable CPD activities; and/or
- (c) The hours claimed are greater than what can be logged as per the CPD Guidelines.

11.16 Appeal of Suspension, Revocation.

The Member can appeal the decision to suspend or revoke their designation due to failure to comply with the audit requirement or failure to comply with a request for additional information and /or submission

and proof of additional CPD activities by filing a Request to Appeal Form with the Association within 30 Days of receiving notification that their designation was suspended or revoked.

11.17 Failure to comply with Audit Requirement.

If a Designated Member fails to comply with the CPD audit requirement or a request by the CPD Committee for additional information and/or submission and proof of additional CPD activities:

- (a) Within 60 Days of the submission deadline outlined in the audit notification, or the request for additional information and/or additional activities, the Member's designation will be suspended if the requested information as outlined in the audit notification or the request for additional information and/or submission and proof of additional activities remains outstanding; and
- (b) Within 60 Days of the suspension of the Member's designation, the designation will be revoked if the requested information as outlined in the audit notification or the request for additional information and/or submission and proof of additional activities remains outstanding.

11.18 Extensions.

A Designated Member may request an extension to their CPD Period in accordance with the prescribed CPD Extension Policy.

11.19 Failure to Submit by Extension Deadline.

If a Designated Member does not submit the required CPD hours by their extension deadline they will be subject to the failure to comply with the CPD requirement process as per Section 11.09.

11.20 Denial of Extension Request, Appeal.

If an extension request is denied, the Designated Member can appeal the decision by filing a Request to Appeal Form with the Association within 30 Days of receiving the decision.

11.21 Reinstatement, Active Members within Two Years of Revocation per s. 11.09.

A member whose designation has been revoked per s.11.09 may reinstate their designation within two years of the revocation date by submitting the outstanding CPD log and, if deemed necessary, supporting documentation for each activity listed in the log for an audit of the log by the CPD Committee

11.22 Reinstatement, Active Members After Two Years of Revocation per s. 11.09.

A Member whose designation has been revoked per s. 11.09 for more than two years may re-achieve the designation by meeting all of the requirements in place at the time of application.

11.23 Reinstatement, Active Members within Two Year of Revocation per s. 11.17

A Member whose designation has been revoked per s. 11.17 may reinstate their designation by completing the audit process if submitted within two years of the revocation date.

11.24 Reinstatement, Active Members After Two Years of Revocation for Non-Compliance with the CPD Audit.

A Member whose designation has been revoked per s. 11.17 for more than two years may re-achieve the designation by meeting all of the requirements in place at the time of application.

SECTION 12: FIRMS

The subsections under this heading relating to Firms will take effect 30 days after notice of their proclamation by the Board is posted on the Association's website.

12.01 Entities Required to Register as Firms with HRP.

The following entities are required to register as Firms with HRP:

- (a) Any limited liability partnership, where one or more partners are members of HRP;
- (b) Any corporation where:
 - i) the corporation intends to take or use a designation set out in Ontario Regulation 55/16, alone or in combination with other words or abbreviations; or
 - ii) the corporation intends to take or use any term, title, initials, designation or description implying that the corporation is registered with the Association or is authorized to use a designation set out in Ontario Regulation 55/16; or
 - iii) the corporation intends to otherwise hold itself out as being registered with the Association or authorized to use a designation set out in Ontario Regulation 55/16, regardless of whether it provides services in the field of human resources to any individual or entity.

12.02 Obligation of Registrar to Register Firms.

The Registrar shall register, and renew the registration of, any firm that:

- (a) makes an application in the appropriate form and pays the prescribed fee;
- (b) has paid all dues and other amounts levied by HRP;
- (c) has provided all information and produced all documents and other materials as requested by the Registrar;
- (d) meets all the requirements of the Act, and the By-laws; and
- (e) provides evidence of compliance with the professional liability insurance requirement.

12.03 Right to Appeal.

Any refusal by the Registrar to register an entity as a firm is appealable to the Appeal Committee.

12.04 Notification of Registrar of Significant Changes.

Any firm registered with HRP shall notify the Registrar in writing of any significant change in practice, composition or structure at least ten (10) Days prior to such change being effected. A significant change includes, the merger, acquisition, closure, or dissolution of a firm.

12.05 Name of Firm.

A firm shall report to HRP the name under which the firm provides Human Resources services to the public, or carries on a related business or practice.

12.06 Name of Firm Shall Comply with Applicable Legislation.

The Registrar shall register a firm whose name complies with the Rules of Professional Conduct, the By-laws, and all applicable legislation.

12.07 Continuance of Registration Where Name Non-Compliant.

The Registrar shall not continue the registration of a Firm whose name does not comply, or no longer complies, with the Rules of Professional Conduct and any applicable legislation.

12.08 Exception.

Notwithstanding Sections 12.06 and 12.07 of this By-law, a Firm may apply to the Registrar to continue to use a non-compliant name, and the Registrar may grant such permission for a single period not exceeding six (6) months.

12.09 Prohibition.

No Firm, and no Member of any Firm, shall provide Human Resources services to the public in any name other than name or names as entered in the Register..

12.10 Disclosure of Disciplinary Processing.

Any firm applying for registration or renewal of registration shall disclose whether it is the subject of an investigation or is or has been the subject of disciplinary proceedings by HRPB or any other regulatory body, and shall provide a consent permitting the Registrar to access information regarding such investigation or disciplinary proceedings from that body.

12.11 Deferral of Consideration of Application for Registration or Renewal.

Notwithstanding Section 12.02, the Registrar may defer consideration of an application for registration or renewal until such time as any investigation or discipline proceeding disclosed pursuant to Section 12.10 has been concluded.

12.12 Designated Representative.

Upon registration with HRPB, a Firm shall designate with HRPB a Member to be the designated representative of the firm.

12.13 Required Information and Documentation.

Every Firm shall, upon registration, provide the Registrar:

- (a) the name, business address, telephone number, and email address of each office or location and the name, title and business address of the Member;
- (b) the name, title and business address of each Member who is:
 - i) the senior officer(s) of the firm in Canada;
 - ii) the senior officer(s) having responsibility for the Ontario operations of the firm;
 - iii) the officer(s) having responsibility for the operations of the firm in any region or geographic territory in Ontario that involves more than one office.

12.14 Professional Liability Insurance.

Firms registered with HRPB must have professional liability insurance which covers the provision of all Human Resource services by employees and subcontractors of the Firm.

12.15 Duties of Members Practicing Through Unregistered Firm.

A Member offering Human Resources services to the public through an unregistered firm shall provide to the Registrar:

- (a) the name and address of the unregistered firm through which they practice,
- (b) the form of the practice (i.e., sole proprietors ship, partnership including limited liability partnerships, or corporation); and
- (c) any changes in such arrangements.

12.16 Informing the Public, Clients.

Where HRPAs members offer Human Resource services to the public through an unregistered firm, the member must make it clear to the public, to the client, and to those impacted by the service that the member is registered with HRPAs.

12.17 Resignation

Any Firm that has resigned its registration with the Association or whose registration with the Association has been revoked in accordance with the By-laws may apply in writing for re-registration with the Association. An application for re-registration must be made to the Registrar.

12.18 Failure to Comply.

A failure to comply with Section 12 on the part of any Member, Student or Firm of the Association represents Professional Misconduct as defined in the By-laws and may be subject to a complaint against the Member, Student or Firm.

SECTION 13: REGISTER, MEMBERS AND FIRMS AND PUBLICATION OF INFORMATION RELATED TO DISCIPLINE OR REVIEW PROCEEDINGS.

The subsections under this heading relating to Firms will take effect 30 days after notice of their proclamation by the Board is posted on the Association's website.

13.01 Member Register.

The Registrar shall keep a register in which shall be entered the following information in respect of Members and, for a period of 10 years, of former Members:

- (1) the names of all Members and former Members;
- (2) the Member's class of Membership;
- (3) whether the Member is a Practitioner Member or Allied Member;
- (4) the Member's Membership status;
- (5) any designation granted by HRPAs;
- (6) any title granted by HRPAs;
- (7) the Member's date of initial Membership and the date of obtaining any certification granted by HRPAs;
- (8) any dates after initial Membership or initial certification when the person was not a Member or did not hold the certification;

- (9) any dates after initial Membership when the Member's Membership or was suspended or revoked and the reasons for the suspension or revocation;
- (10) the Member's business contact information;
- (11) the name of any Firm through which the Member practises;
- (12) the business address and telephone number of each location at which the Member practises in Ontario;
- (13) whether the Member carries professional liability insurance;
- (14) such details as shall be necessary to protect the public where the Member has been found by the capacity committee to be Incapacitated,
- (15) the fact that a Member is under investigation, if the Registrar determines that there is a compelling public interest to disclose the information;
- (16) any restrictions or conditions on the right of the Member to practise in the field of human resources; and
- (17) any other information that the Member has agreed may be placed on the register.

13.02 Firm Register.

The Registrar shall keep a register in which shall be entered the following information in respect of Firms and, for a period of 10 years, of former Firms:

- (1) the name or names under which the Firm, carries on a practice in the field of human resources;
- (2) the address and telephone number of each location at which the Firm carries on business;
- (3) the date of initial registration of the Firm;
- (4) the name of the designated representative of the Firm required under Section 12.11;
- (5) The name, as set out in the register, of each of the Members and Students who practise through the Firm and the title or office, if any, held by each;
- (6) any restrictions or conditions on the right of the Firm to practise in the field of human resources; and
- (7) any other information that the Firm has agreed may be placed on the register.

13.03 Member and Firm Obligation to Provide Current Information.

A Member or Firm shall provide written notice of any change to information previously provided to the Association within 30 Days of the change.

13.04 Inspection of Register.

The register shall be publicly available on the Association's website. Subject to any requirements of the Act, access may be in such manner as the Registrar determines.

13.05 When Information May be Withheld from the Public.

The Registrar may refuse to disclose to an individual or to post on the Association's website an address or telephone number or other information if:

- (a) the Registrar has reasonable grounds to believe that disclosure may jeopardize the safety of any individual;
- (b) a finding of Professional Misconduct was made against the Member and the order made was only a reprimand or only a fine, or a finding of Incapacity was made against the Member; or

- (c) more than six years have passed since the information was prepared or last updated; and if the following conditions are met:
 - (i) the Member has made an application to the relevant committee for the removal of the information from public access because the information is no longer relevant to the Member's suitability to practise;
 - (ii) the relevant committee believes that a refusal to disclose the information outweighs the desirability of public access to the information in the interest of any person affected or the public interest; and
 - (iii) the relevant committee has directed the Registrar to remove the information from public access.

13.06 Regulatory Newsletter.

The Registrar shall publish an official regulatory newsletter at least four (4) times a year. Copies of the regulatory newsletter shall be provided at the expense of HRP to:

- (a) Members and Registrants in good standing; and
- (b) Such persons as HRP may from time to time determine.

13.07 Content of the Regulatory Newsletter.

The regulatory newsletter shall include but not be limited to:

- (a) Notices of annual meetings;
- (b) Election results; and
- (c) All information as set out in Section 21.03 and Section 21.08 with respect to discipline or review proceedings. Where there is a dissenting opinion prepared by a member of the panel and the decision, finding or order of the Discipline Committee or the Review Committee is to be published, in detail or summary, any publication will include the dissenting opinion

SECTION 14: MEETINGS OF MEMBERS

14.01 Annual Meeting.

An Annual Meeting shall be held not later than six months after the end of each Fiscal Year, at a date, time and place fixed by the Board.

14.02 Purpose.

The business of the Annual Meeting includes:

- (a) reading the minutes of the previous Annual Meeting and any subsequent special meetings;
- (b) confirming, referring or rejecting any By-law or By-law amendment or repeal passed by the Board (with or without modification);
- (c) receiving the audited financial statements;
- (d) appointing the auditor for the ensuing Fiscal Year and authorizing the Board to fix the remuneration of the auditor;
- (e) receiving reports from the CEO and the Chair of the Board on the activities of the Board and Association in the previous year;

- (f) receiving a report on the election of Directors; and
- (g) considering any other matter as the Board determines may be properly brought before the meeting.

14.03 Special Meeting.

A special meeting of the Members may be convened by the Board at any time with proper notice as set out in Section 14.04 stating the business to be brought before the meeting. A special meeting shall also be convened by the Board if it receives a requisition in writing signed by at least 40 Voting Members. Not more than 20 of those Members may come from the same Chapter. The requisition shall include the resolutions to be considered at the special meeting.

14.04 Notice to Members and Directors.

- (a) Members and Directors entitled to notice of a meeting shall be notified of the date, time and place of the Annual Meeting or a special meeting at least 30 Days prior to the date of the meeting, the giving of which shall be in accordance with Section 24.01. The notice shall include the agenda of the meeting.
- (b) A Director is entitled to attend and be heard at every meeting of the Members.

14.05 Chair of the Annual Meeting or Special Meeting.

The Chair of the Annual Meeting or Special Meeting shall be the Chair of the Association, unless otherwise determined by vote of the Membership at the meeting.

14.06 Quorum.

No fewer than 40 Members entitled to attend and vote at a meeting of Members shall constitute a quorum at any meeting of Members. All Members in attendance online, in-person or by proxy will be counted towards quorum.

14.07 Voting.

All votes cast at meeting of Members shall be by show of hands or by live instant electronic ballot, unless a secret ballot is requested and carried. Any Member in good standing entitled to vote and present, may request that a matter be dealt with by a secret ballot. The Members present who are entitled to vote will, by a show of hands or by live instant electronic ballot, decide whether the voting shall be conducted by secret ballot. In the event of a tie, the motion for a secret ballot is defeated. A secret ballot conducted by live instant electronic ballot shall be conducted as secretly as possible while still maintaining the integrity of the voting process.

14.08 Proxy Voting and Secret Ballots.

Members who are entitled to vote at a meeting of Members may vote by proxy on matters at meetings of Members. A proxy is invalid unless granted to another Member entitled to vote at a meeting of members.

A proxy form shall be sent out with the notice of the meeting. The form of proxy shall provide means whereby the person whose proxy is solicited is afforded an opportunity to specify that the proxy shall be voted by the nominee in favour of or against, in accordance with such Member's choice, each matter or group of related matters identified in the notice of meeting. The proxy may confer discretionary authority

with respect to matters as to which a choice is not so specified by such means if the form of proxy or the notice of meeting clearly states in bold-face type that the proxy confers such discretionary authority. The proxy may confer discretionary authority with respect to amendments or variations to matters identified in the notice of meeting, or other matters which may properly come before the meeting, provided that the person by whom or on whose behalf the solicitation is made is not aware a reasonable time prior to the time the solicitation is made that any such amendments, variations or other matters are to be presented for action at the meeting, and a specific statement is made in the meeting notice or in the proxy that the proxy is conferring such discretionary authority.

Proxies must be filed with the Secretary no later than 48 hours prior to the meeting for which the proxy has been solicited. Proxy and/or secret ballots will be counted by the CEO, under the supervision of the Past-Chair or Chair.

14.09 Rules of Procedure.

At any meeting of the Members, the then current edition of *Robert's Rules of Order* shall govern to the extent not inconsistent with the Act and this By-law.

14.10 Participation in Meeting by Electronic Means.

Any person entitled to attend a meeting of the Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Association makes such means available. A person participating in a meeting is deemed for the purpose of this by-law to be present at the meeting.

SECTION 15: STUDENTS

15.01 Application.

An individual that wishes to register as a Student must apply to the Registrar to be registered as a Student subject to such terms and conditions as may be specified herein and by the Board. Only individuals who meet all the criteria for Membership in the Association with the exception of 9.08(b) and who, in addition, are enrolled in HRP-PA-approved courses on a full-time basis may apply for registration as a Student.

15.02 Application for Registration.

All applicants for registration as a Student in the Association shall submit complete and accurate application documents, and shall pay all required fees, including:

- (a) completing and signing the Student registration form indicating that the applicant has read and understood all terms and conditions of registration in the Association;
- (b) completing and signing the good character attestation form including the permission to request information from other professional regulatory bodies that the applicant is currently a member or has been registered with or has been a member or has been registered with in the past; and
- (c) paying the relevant fees.

15.03 Professional Obligations.

The Act and the By-laws, including, but not limited to, the Rules of Professional Conduct and the complaints and discipline process, apply to Students with any necessary modifications.

15.04 Duties of Registrar.

Upon submission of complete and accurate application documents by an applicant, the Registrar shall:

- (a) register the applicant as a Student; or
- (b) refer the registration application to the registration committee.

15.05 Collecting Information.

Before making a referral to the Registration Committee, the Registrar may reach out to the applicant to request information regarding the possible grounds for the referral. The applicant shall have at least 30 Days to submit the requested information.

15.06 Referrals to the Registration Committee.

The Registrar shall refer an application for registration to the registration committee if:

- (a) any of the information provided on the good character attestation form is unsatisfactory to the Registrar;
- (b) the Registrar is of the opinion that conditions or restrictions should be imposed in regards to registration in the Association;
- (c) the Registrar is of the opinion that the applicant does not meet the criteria for Student registration; or
- (d) the Registrar is of the opinion that the applicant may for some reason be unsuitable for registration in the Association.

15.07 Notice to Applicant.

If the Registrar refers a registration application to the registration committee, the Registrar shall give the applicant notice of the grounds for the referral and of the applicant's right to make written submissions to the registration committee.

15.08 Restrictions or Conditions on Consent.

If the Registrar is of the opinion that registration as a Student should be granted to an applicant with restrictions or conditions imposed and the applicant consents to the imposition thereof, the Registrar may do so with the approval of a panel of the registration committee selected by the chair of the committee for that purpose.

15.09 Disclosure of Application File.

The Registrar shall give an applicant, at his or her request, all the information and a copy of each document the Association has that is relevant to the application.

15.10 Exception.

The Registrar may refuse to give an applicant anything that may, in the Registrar's opinion, jeopardize the safety of any person.

15.11 Consideration by Panel.

An applicant may make written submissions to the panel within 10 Days after receiving notice or within any longer period the Registrar may specify in the notice.

15.12 Orders by Panel.

After considering the application and the submissions, the panel of the registration committee may make an order to do any one or more of the following:

- (a) direct the Registrar to register the applicant as a Student;
- (b) direct the Registrar to impose specified conditions or restrictions on the Student's registration and specify a limitation on the Student's right to apply for removal or modification thereof under Section 15.13; or
- (c) direct the Registrar to refuse to register the applicant as a Student.

Despite Section 15.12(a), the registration committee shall not deem that an applicant has met the requirements for registration where the registration requirement is Non-exemptible.

15.13 Application for Removal or Modification of Any Restriction or Condition.

A Student may apply to the registration committee for an order directing the Registrar to remove or modify any restriction or condition imposed on the Student's registration as a result of a registration proceeding.

15.14 Limitations.

The right to apply under Section 15.13 is subject to any limitation in the order imposing the condition or restriction or to which the Student consented and to any limitation made under Section 15.15 in the disposition of a previous application under Section 15.

15.15 Orders.

After considering the application under Section 15.13 and the Student's submissions if any, the registration committee may make an order to do any one or more of the following:

- 1. refuse the application;
- 2. direct the Registrar to remove any condition or restriction imposed on the Student's registration; or
- 3. direct the Registrar to modify restrictions or conditions on the Student's registration.

15.16 Limitations on Applications.

When an application has been disposed of under Section 15.15, the Student may not make a new application under Section 15.13 within six months of the disposition without leave of the Registrar.

15.17 Registrar's Leave.

The Registrar may only give leave for a new application to be made if the Registrar is satisfied that there has been a material change in circumstances that justifies giving leave.

15.18 Notice of Orders.

The registration committee shall give the applicant or Student, as the case may be, notice of an order it makes and written reasons for it if the order:

- (a) directs the Registrar to refuse to grant registration with the Association;
- (b) directs the Registrar to register the applicant as a Student with the Association if the applicant successfully completes examinations or additional training;
- (c) directs the Registrar to impose conditions or restrictions on the registration of the Student; or
- (d) refuses an application for an order removing or modifying any condition or restriction imposed on a Student's registration.

15.19 Appeal.

A Student who has been given a notice of an order under Section 15.18 may appeal the order to the appeal committee. Otherwise the decision of the registration committee is final.

15.20 Disposal by Appeal Committee.

A panel of the appeal committee shall, following consideration of an appeal under Section 15.19, make an order to do any one or more of the following:

- 1. confirm the order appealed from;
- 2. require the registration committee to make an order directing the Registrar to register the Student with the Association and to impose any conditions or restrictions the panel considers appropriate;
- 3. refer the matter back to the registration committee for further consideration, together with any reasons and recommendations the appeal committee considers appropriate; or
- 4. dismiss the appeal.

15.21 Limitation on Order.

The appeal committee in making an order shall not require the registration committee to direct the Registrar to register a Student in the Association who does not meet a registration requirement that is Non-exemptible.

15.22 Parties.

The Association and the Student are parties to an appeal.

15.23 Registration Status.

Students registered with the Association will have one of the following statuses:

- (a) active; or
- (b) suspended.

15.24 Active Status.

The status of active denotes that a Student's registration with the Association is active.

15.25 Suspended Status.

The status of suspended denotes that a Student has had his or her registration rights and privileges temporarily suspended .

15.26 Good Standing.

A Student's registration with the Association shall be considered to be in good standing unless his or her registration is suspended.

15.27 Continuing Jurisdiction.

Any Student, whose registration is under suspension continues to be subject to the *Act*, the By-Laws of the Association, the HRP Rules of Professional Conduct, and any other professional guidance issued or amended from time to time by the Association.

15.28 Resignation, Revocation.

A Student who has resigned his or her registration with the Association or whose registration with the Association has been revoked in accordance with the By-laws may apply in writing for re-registration with the Association. An application for re-registration must be made to the Registrar.

15.29 Registration Fees.

The Board shall determine the annual Student registration fees and any exemptions from all or part of the Student registration fees.

15.30 Suspension and Revocation for Non-payment of Fees.

If a Student fails to pay a fee that he or she is required to pay in accordance with the By-laws, the Registrar shall give the Student notice of intention to suspend the Student for failure to pay the fee 30 Days after notice is given.

If the Student does not apply to reinstate his or her registration within 30 Days after notice is given the Registrar shall give the Student notice of intention to revoke the Student for failure to pay the fee 60 Days after notice is given.

A Student whose registration is revoked for non-payment of fees is deemed to have repudiated his or her registration and must re-apply as a new registrant and meet all of the current registration requirements for Student registration in the Association in order to be granted Student registration after his or her revocation.

15.31 Reinstatement Following a Suspension Imposed under Section 15.30.

A Student whose registration has been suspended under section 15.30 who seeks reinstatement before revocation occurs must:

- (a) pay all fees the Student failed to pay;

- (b) pay any applicable late fees; and
- (c) pay any applicable reinstatement fees.

15.32 Suspension for Other Reasons.

The Board may, in its discretion, suspend the registration of any Student who abuses the privileges of registration by inappropriate use of the Membership directory or any other Association material, by inappropriate activities involving the solicitation of business or by breach of the Code of Conduct, Rules of Professional Conduct or Standards and Guidelines of Practice.

15.33 Application for Reinstatement Following a Suspension Imposed under Section 15.32.

An individual whose student registration has been suspended or revoked for reasons other than non-payment of fees may apply for reinstatement of his or her student registration in the manner and form approved by the Association.

An application for re-instatement must be made to:

- (a) the committee that imposed the suspension or revocation; or
- (b) the Board if the Board imposed the suspension or revocation.

15.34 Student Register.

(a) The Registrar shall keep a register in which shall be entered the following information in respect of Students and, for a period of 10 years, of former Students:

- (1) the names of all Students and former Students;
- (2) the Student's registration status;
- (3) the date of initial registration of the Student;
- (4) any dates after initial registration when the Student's registration was suspended or revoked and the reasons for the suspension or revocation;
- (5) the Student's business contact information, if applicable;
- (6) the name of any Firm through which the Student practises;
- (7) the business address and telephone number of each location at which the Student practises in Ontario;
- (8) whether the Student carries professional liability insurance;
- (9) such details as shall be necessary to protect the public where the Student has been found by the capacity committee to be Incapacitated,
- (10) any restrictions or conditions on the right of the Student to practise in the field of human resources; and
- (11) any other information that the Student has agreed may be placed on the register.

15.35 Student Obligation to Provide Current Information.

A Student shall provide written notice of any change to information previously provided to the Association within 30 Days of the change.

15.36 Inspection of Student Register.

The Student register shall be publicly available on the Association's website. Subject to any requirements of the Act, access may be in such manner as the Registrar determines.

15.37 When Information May be Withheld from the Public.

The Registrar may refuse to disclose to an individual or to post on the Association's website an address or telephone number or other information if:

- (a) the Registrar has reasonable grounds to believe that disclosure may jeopardize the safety of any individual;
- (b) a finding of Professional Misconduct was made against the Student and the order made was only a reprimand or only a fine, or a finding of Incapacity was made against the Student; or
- (c) more than six years have passed since the information was prepared or last updated; and if the following conditions are met:
 - (i) the Student has made an application to the relevant committee for the removal of the information from public access because the information is no longer relevant to the Student's suitability to practise;
 - (ii) the relevant committee believes that a refusal to disclose the information outweighs the desirability of public access to the information in the interest of any person affected or the public interest; and
 - (iii) the relevant committee has directed the Registrar to remove the information from public access.

SECTION 16: SELF-REPORTING OBLIGATION AND NOTIFICATION REQUIREMENTS**16.01 Notification of Registrar.**

Members, whether practicing through a Firm or as employees of an organization, and Students shall notify the Registrar immediately of any of the following events:

- (1) Any finding of guilt for a criminal offence or an offence;
- (2) Any finding of Professional Misconduct, incompetence or incapacity, whether in Ontario or in another jurisdiction, and whether it is in relation to the Human Resources profession or another regulated profession; or
- (3) A Member's or Firm's Bankruptcy and Insolvency Event;
- (4) Any proceeding for Professional Misconduct, incompetence or incapacity, whether in Ontario or in another jurisdiction, and whether it is in relation to the Human Resources profession or commenced by another Regulatory Organization.

16.02 Disclosure Requirements.

The disclosure referenced in Section 16.01 shall be in writing, and shall include:

- (a) all documentation pertaining to the subject of the disclosure, including but not limited to the pleadings, or, if all documentation is not yet available, an undertaking to provide the documentation as soon as it becomes available; and

- (b) a consent permitting HRP to directly access information and documents related to the subject of the disclosure from the Regulatory Organization, as the case may be.

16.03 Annual Confirmation.

As part of the annual renewal process, Members and Students are required to indicate whether any of the reportable events set out in section 16.01 have occurred since the last renewal cycle. Members and Students must complete the annual confirmation even if they have previously notified the Registrar of the occurrence of one or more of the reportable events under Section 16.01. The Member and Student must make all relevant disclosures as set out in Section 16.02 above, unless these disclosures were previously made to the Registrar.

16.04 Attestation.

The renewal application will not be completed without a signed attestation (or digital equivalent) as to the accuracy and veracity of the answers to the self-reporting questions.

16.05 Determination by the Registrar.

The Registrar shall consider the disclosure and the information and documentation provided pursuant to Sections 16.01, 16.02, 16.03, and 16.04, and shall:

- (a) In a case where more relevant information is yet to come, and where there is no immediate risk to clients or the public, wait until this information become available; or
- (b) In a case where all relevant information has been received and it is determined there is no direct risk to clients or the public, dismiss the matter; or
- (c) Negotiate an undertaking with the Member to address any risks to clients or the public, where appropriate; or
- (d) Make a referral to the Complaints Committee.

16.06 Failure to Comply.

A failure to comply with Section 16 on the part of any Member or Student represents Professional Misconduct as defined in the By-laws and may be subject to a complaint against the Member or Student.

SECTION 17: PROFESSIONAL LIABILITY INSURANCE

17.01 Professional Liability Insurance.

Any Member, Student or Firm, providing Human Resources services to the public either on a full-time, part-time, or occasional basis and whether for remuneration or *pro bono* shall:

- (a) maintain professional liability insurance; and
- (b) provide the Registrar with satisfactory proof of such insurance in the form of a copy of the insurance certificate. Acceptance of the copy of the insurance certificate by the Association as

proof that the Member, Student or Firm maintains professional liability insurance shall not constitute approval of the insurance policy itself.

17.02 No Exclusion or Waiver.

It is prohibited to insert in a contract of professional services any clause excluding, directly or indirectly, in whole or in part, the Member's, Student's or Firm's civil liability. The Member or Firm may not sign a contract containing such a clause.

17.03 Amount of Coverage.

A Member, Student or Firm will maintain appropriate professional liability insurance that a prudent person in the business of the Member, Student or Firm would maintain.

17.04 Duration of Coverage.

Members, Students and Firms who are in the Retired class or that have a restriction or condition or placed on their registration such that they have not practiced in Ontario within the past six years shall have twelve months enduring (tail) insurance to provide coverage for at least twelve months after they have ceased practicing.

17.05 Maintenance of Coverage.

On an annual basis upon Registration renewal, Members, Students and Firms shall confirm that they have maintained their professional liability insurance coverage. Members, Students and Firms shall also notify HRPB immediately of any change in their insurance coverage, including the cancellation of the insurance coverage, the reduction of the insurance coverage as well as any change of the insurance broker.

17.06 Notification of Insurance Cancellation or Reduction.

Every professional liability insurance contract shall be endorsed with the requirement that the insurer notify the Registrar immediately of:

- (a) the cancellation of the insurance coverage; or
- (b) the reduction of the insurance coverage.

17.07 Failure to Comply.

A failure to comply with any section of Section 17 is a breach of Registration obligations and subject to discipline by the Association.

SECTION 18: BANKRUPTCY AND INSOLVENCY

18.01 Notification of Registrar.

A Member or Firm shall disclose to the Registrar immediately upon:

- (a) The occurrence of any Bankruptcy or Insolvency Event; or

- (b) having a business of which the Firm or any partner or shareholder of the Firm is an owner placed under a receiving order, as defined in the *Bankruptcy and Insolvency Act* or the *Companies' Creditors Arrangement Act*.

18.02 Disclosure Requirement.

The disclosure referenced in Section 18.01 shall be in writing, and shall include:

- (a) all documentation and information, including declarations, as outlined in the Act and/or the By-laws;
- (b) all documentation pertaining to the subject of the disclosure or, if all documentation is not yet available, an undertaking to provide the documentation as soon as it becomes available;
- (c) the pleadings related to the subject of the disclosure or, if the pleadings are not yet filed, an undertaking to provide the pleadings as soon as they become available;
- (d) all documentation pertaining to the financial circumstances of the Firm making the disclosure, including, but not limited to, income tax returns, financial statements and financial records; and
- (e) The individual making the disclosure shall also provide forthwith any other information or documents requested by or on behalf of the Registrar, unless the individual is asserting in good faith and on reasonable grounds the specific document requested is subject to legal privilege and that privilege is not waived.

18.03 Failure to Comply.

A failure to comply with sections 40 or 41 of the Act or any section of Section 18 on the part of any Member or a Firm represents professional misconduct as defined in the By-laws and may be subject to a complaint against the Member.

SECTION 19: PRACTICE INSPECTIONS

19.01 Scope of Practice Inspections.

Practice inspections may involve inspections of the Member's or Firm's business premises, or it may be carried out through an exchange of documents.

19.02 Notice of Inspection.

Members and Firms shall be given notice at least 30 Days prior to an upcoming inspection:

- (a) The notice of inspection shall state the purpose of the inspection, the information sought, the documents the Member is expected to produce, at the time of the inspection;
- (b) The notice of inspection shall confirm the appointment of an inspector for the purposes of carrying out the inspection; and
- (c) The notice of inspection shall specify the manner in which the inspection is to be conducted.

19.03 Inspection Report.

Within 30 Days of the inspection, the Registrar shall forward a copy of the inspection report to the Member or Firm:

- (a) The report shall give the results of the inspection;

- (b) The report shall describe deficiencies, if any, in the Member's or Firm's practices;
- (c) When deficiencies are noted, the report shall indicate the nature of the remedial actions to be undertaken, the timeframe for such actions to be taken, and the nature of the evidence that must be proffered by the Member or Firm to document the fact that the deficiencies have been addressed; and
- (d) Should the report suggest that a Member or Firm may have committed misconduct, the Registrar shall refer the matter to the Complaints committee and notice of the referral shall be given to the Member or Firm.

19.04 Submissions to the Registrar.

Should the Member or Firm not agree with the findings of the inspection, or the remedial actions required, the Member or Firm shall have 30 days to make a submission to the Registrar in regards to the allegations in the referral.

19.05 Matter Forwarded to Appeal Committee.

The Registrar shall make a final determination. Should the Member not agree with the decision of the Registrar, the Member can appeal to the Appeal Committee.

19.06 Costs Incurred by the Association Due to a Practice Inspection.

In accordance with Section 44 of the Act, a member or firm subject to a practice inspection shall bear the costs incurred by the Association as a result of the practice inspection, including but not limited to any fees payable to an inspector as well as travel costs.

SECTION 20: COMPLAINTS

20.01 Complaints Committee.

The complaints committee shall assess, review and respond to every complaint, including a complaint by the Registrar, regarding the conduct of a Member, Student or a Firm and, if the complaint or report contains information suggesting that the Member or Firm may be guilty of Professional Misconduct, the committee shall investigate the matter.

20.02 Investigations.

A Member, Student or Firm shall assist in any investigation into the possible Professional Misconduct or incapacity of a Member, Student or Firm. A Member, Student or Firm shall respond promptly and forthrightly to any request by the complaints committee or the Registrar in connection to any investigation into possible Professional Misconduct.

20.03 Frivolous or Vexatious Complaints.

- (a) Despite Section 20.01, at any time, if the complaints committee considers a complaint to be frivolous or vexatious or otherwise inappropriate to assess or investigate, the complaints committee may decide not to assess or investigate or continue to investigate the complaint.
- (b) Where the complaints committee considers a complaint to be frivolous or vexatious, the complaints committee shall give notice to the complainant and the subject of the complaint that it

intends not to proceed with the review of the complaint, the reasons for this decision and shall notify the complainant of his or her right to request a review to the appeal committee.

20.04 Withdrawn Complaints.

The complaints committee continues to have the jurisdiction to proceed with a complaint even if a complaint is withdrawn.

SECTION 21: DISCIPLINE AND REVIEW PROCEEDINGS

21.01 Publication of Notice of Hearing Related to Discipline or Review Proceedings.

Having served the Notice of Hearing on the Student, Member, or Firm, who or which is the subject of the discipline or review proceeding, the Registrar shall publish in a prominent and easily accessible location on the HRP A web site:

- (a) the Notice of Hearing including the name of the Student, Member, or Firm who or which is the subject of the proceeding;
- (b) the place and time of the hearing when such has been set,
- (c) instructions for individuals wishing to attend the hearing, and
- (d) any interim orders of the Discipline Committee related to the proceeding.

21.02 Publication of Information Related to Discipline or Review Proceedings on the Public Register.

Simultaneously to Section 21.01 above, the Registrar shall also place on the Register:

- (a) a notation to the effect that the Student, Member, or Firm, is currently subject to a hearing before the Discipline Committee or the Review Committee;
- (b) a summary of the allegations, including a brief description of the particulars,
- (c) the place of any scheduled hearing when such has been set, and
- (d) any interim orders of the Discipline Committee related to the proceeding.

21.03 Publication of Information Related to Discipline or Review Proceedings in the *Regulatory Affairs* newsletter.

If the matter has not yet been resolved by the next scheduled publication date of the *Regulatory Affairs* newsletter, the Registrar shall publish in the *Regulatory Affairs* newsletter:

- (a) the name of the Student, Member, or Firm who or which is the subject of the proceeding;
- (b) a summary of the Allegations, including a brief description of the particulars, and
- (c) the place and time the hearing was held or is to be held,
- (d) instructions for individuals wishing to attend the hearing.

21.04 Continuation of Hearing.

Should the matter be continued beyond the initial time scheduled for the hearing, the Registrar shall update the web site and the Register accordingly with the place and time of the continuance of the hearing.

21.05 Publication of Decisions.

Once the Discipline Committee or Review Committee has rendered its decision, the Registrar shall publish in the same location as the original publication of the Notice of Hearing the decision and reasons of the Discipline Committee or the Review Committee including any orders issued by the Committee related to the proceeding.

21.06 Updating the Public Register with Finding of Professional Misconduct.

Upon a finding of misconduct, the Registrar shall update the Register to indicate this finding of misconduct as well as the particulars of any penalty imposed by the Discipline Committee and its reasons for both. This information shall remain on the public register for a period of ten years.

21.07 Updating the Public Register if Allegations are Dismissed.

Upon dismissal of all the allegations, the Registrar shall update the Register to reflect the dismissal of the allegations.

21.08 Outcome Published in *Regulatory Affairs* newsletter.

Whatever the outcome, the Registrar shall publish the outcome of the discipline or review proceeding in the next issue of the *Regulatory Affairs* newsletter.

21.09 Publication of Information Related to Discipline or Review Proceedings in Third Party Publications.

Where deemed appropriate, or where ordered by the Discipline or the Review Committee, and once the prescribed time limits for an appeal have elapsed without a request for appeal having been filed, the Registrar in accordance with the *Policy on the exercise of the Registrar's discretion*, may publish a decision of the Discipline Committee or the Review Committee in a third party publication, such as a newspaper, including:

- a) The name of the student, member or firm who or which was subject to the proceeding;
- b) A summary of the allegations, including a brief description of the particulars; and
- c) A summary of the decision and reasons of the Discipline or the Review Committee, including any orders issued by the committee related to the proceeding.

21.10 Exception.

Notwithstanding the above, pursuant to conditions set out in Section 9 of the *Statutory Powers Procedure Act, 1990*, the Discipline Committee or the Review Committee may decide that a hearing, or portions of a hearing, should not be open to the public. Should this be the case, the above requirements shall be modified accordingly. The reasons for closing the hearing shall be posted on the web site and subsequently in the *Regulatory Affairs* newsletter.

21.11 Publication of Hearing Date and Time of Appeal of Decision of the Discipline or Review Committee.

If there is an appeal of the decision of the Discipline or Review Committee, the Registrar shall publish the date and time of any hearing conducted by the Appeal Committee in relation to the matter. If the decision

of the Discipline Committee or the Review Committee was made pursuant to a closed hearing, the appeal shall also be closed; nonetheless, the date and time of the hearing shall be published.

21.12 Publication of Information of Appeal Decision.

Once the Appeal Committee has rendered its decision, the Registrar shall publish in the same location as the original publication of the Notice of Hearing:

- (a) the original decision and reasons of the Discipline Committee or the Review Committee including any orders issued by the Committee;
- (b) the decision and reasons of the Appeal Committee including any orders issued by the Committee.

21.13 Suspension of a Student's Registration, a Member's Membership or a Firm's Registration if Student, Member or Firm Found Guilty of Professional Misconduct.

In accordance with Section 34(4)(2) of the Act, the Discipline Committee may suspend a Student's registration, a Member's membership or a Firm's registration for a specific period, with or without conditions, if the Student, Member or Firm has been found guilty of Professional Misconduct. In determining the appropriate period of suspension, the Discipline Committee shall consider the following factors:

- (a) protection of the public interest;
- (b) general deterrence for the Student, Member and Firm;
- (c) specific deterrence for the Student, Member or Firm;
- (d) rehabilitation of the Student, Member or Firm;
- (e) the nature of the Professional Misconduct; and
- (f) any aggravating or mitigating factors.

21.14 Costs Incurred by the Association as the Result of a Discipline Proceeding.

In accordance with Section 37, the Discipline Committee may award the costs of proceeding before it under Section 34 of the Act against the Student, Member or Firm that is the subject of the proceeding, including any costs incurred by the Association for the publication of a Notice of revocation of registration or membership and of any restriction or suspension imposed on the Student, Member or Firm in a newspaper or newspaper distributed in the geographic area where the subject of the revocation, suspension or restriction practiced, and in any other area ordered by the Discipline committee, if the Discipline Committee finds that such publication is required for the protection of the public.

SECTION 22: APPEALS

22.01 Decision, Order Final.

A decision or order of the capacity committee, the complaints committee, the discipline committee, the continuing professional development committee, the registration committee, the review committee, the experience assessment committee, the academic standards committee (where decisions relate to individuals), the CHRE review committee and the board nomination committee, or the Registrar is, unless it is appealed, final.

22.02 Decisions that May Be Appealed.

In accordance with the Act and the By-laws, a person may appeal the following decisions to the appeal committee:

- (a) a decision that the Act or By-laws say can be appealed by the person to the appeal committee;
- (b) a decision to refuse membership in the Association;
- (c) a decision to grant membership in the Association subject to restrictions or conditions on his or her right to practice in the field of human resources;
- (d) a decision by the Board not to authorize a Member to use a designation;
- (e) a suspension or revocation of a Member's membership for reasons other than failure to pay all or part of any fee or other amount that is payable to the Association, failure to provide information or produce documents or other materials required under this Act to be provided or produced, or failure to make declarations required under the Act to be made;
- (f) a decision of the complaints committee if the complaints committee does not direct that the matter be referred, in whole or in part, to the discipline committee;
- (g) a final decision or order of the discipline committee;
- (h) a final decision or order of the review committee;
- (i) a decision or order under section 47 of the Act, or a refusal to make an order under that section by the capacity committee;
- (j) a rejection of a Nominee applying for election as a member director;
- (k) a rejection of a Nominee applying for election as a member director based on reference checks;
- (l) an order of the Registration Committee;
- (m) a decision to suspend or revoke a Member's designation due to failure to submit a CPD log
- (n) a decision to suspend or revoke a Member's designation for failure to comply with the audit requirement or failure to comply with a request for additional supporting information and/or additional CPD activities;
- (o) findings of a practice inspections or the remedial actions required as per the inspection report, if the Member or Firm and the Registrar are not able to settle their differences;
- (p) a decision of the complaints committee not to proceed with a review of the complaint because the complaint is considered to be frivolous and vexatious;
- (q) a refusal to issue an authorization to write an examination letter;
- (r) any determination that a candidate has failed to meet a requirement for registration or certification;
- (s) a refusal by the Registrar to register an entity as a Firm;

22.03 Grounds for Appeal.

Unless otherwise stated in the Act or the By-laws, the grounds of appeal are limited to a denial of natural justice or an error on the record of the decision of the committee or the Registrar.

22.04 Parties.

Unless otherwise stated in the Act or the By-laws, the parties to the appeal or review are the Association and the person making the appeal or review.

22.05 Commencing the Appeal.

Unless otherwise stated in the By-Laws, a person must commence an appeal or review within 30 Days of the decision being appealed by delivering to the Registrar a completed request for appeal in the form

available from the Registrar setting out the decision being appealed, the grounds for the appeal, the order sought and any other information requested on the form. The Registrar need not process an appeal or review where the request to appeal form is incomplete.

22.06 Record for the Appeal.

The Registrar shall prepare at the expense of the person requesting the appeal or review sufficient quantities of the record of the decision under appeal for the parties and the appeal committee. The Registrar may withhold from the record information about an examination that would undermine the security of the examination.

22.07 Fresh Evidence.

The appeal committee shall not permit additional or fresh evidence, other than evidence about the process followed by the committee solely for the purpose of demonstrating that there was a denial of natural justice, unless the additional or fresh evidence:

- (a) is apparently credible;
- (b) if admitted, would probably have an important influence on the result; and
- (c) could not have been obtained by reasonable diligence at the time of the original decision.

22.08 Form of Appeal.

Unless the appeal committee concludes that the appeal or review is frivolous or vexatious or without merit, the appeal committee shall consider the appeal or review and shall adopt such procedures it considers fair in the circumstances.

22.09 Notification.

The Registrar shall notify the parties of the details of any requirements for steps that must be taken before the determination of the appeal or review, such as filing documents or written argument.

22.10 When Hearing Shall Be Held.

The Appeal Committee shall hold a hearing only when the decision or order being appealed was made pursuant to a hearing. In all other cases, the Appeal Committee shall conduct a review.

22.11 Conducting a Hearing.

Where a hearing is required by section 22.10, the Appeal Committee shall conduct such hearing in accordance with the *Statutory Powers Procedure Act, 1990* and any rules of procedure passed by the Appeal Committee.

22.12 Conducting a Review.

- (a) Reviews conducted by the Appeal Committee shall be based on written documentation only;
- (b) Upon a Request to Appeal Form having been filed of a decision or order that was not made pursuant to a hearing, the Registrar shall have 30 Days to respond to the Request to Appeal Form. The Registrar's response shall be provided to the Appellant.

- (c) The Appellant shall have 10 Days from receipt of the Registrar's response to make any additional submissions in relation to the arguments in the Registrar's response, but shall not be permitted to raise new grounds of appeal.

22.13 Request for Additional Information for Review.

For the purposes of conducting its review, the Appeal Committee may require the Appellant or the Registrar to provide to the committee any document or information deemed necessary by the Committee to conduct its review and the Appellant or Registrar shall do so within the time and in the manner specified by the Committee.

22.14 Jurisdiction, Powers Following a Review.

Following the review of a matter, the Appeal Committee may unless otherwise stated in the Act or the By-laws,

- (a) make any decision or order that could have been made by the original committee or Registrar;
- (b) order a new proceeding before a new panel of the original committee or Registrar; or
- (c) dismiss the appeal.

22.15 Jurisdiction, Powers Following a Hearing.

Unless otherwise stated in the Act or the By-laws, the appeal committee may:

- (a) make any decision or order that could have been made by the original committee or Registrar;
- (b) order a new proceeding before a new panel of the original committee or Registrar; or
- (c) dismiss the appeal.

22.16 Limitations on Orders.

The appeal committee may not make any decision or order that would contravene the Act or the By-laws.

22.17 Decision, Order Final.

A decision or order of the appeal committee shall be given in writing and shall contain reasons for its decision. Subject to the Act, the decision or order of the appeal committee is final.

22.18 Effective Date of Decision of the Appeal Committee.

Any decision of the Appeal Committee shall take effect on the day the decision is released to the parties unless otherwise ordered by the Appeal Committee as part of the decision.

22.19 Costs Incurred by the Association as the Result of an Appeal Proceeding.

In accordance with Section 37(3) of the Act, the Appeal Committee may award the costs of proceeding before it under Section 36 of the Act against the Student, Member or Firm that is the subject of the proceeding, including any costs incurred by the Association for the publication of a Notice of revocation of registration or membership and of any restriction or suspension imposed on the student, member or firm in a newspaper or newspaper distributed in the geographic area where the subject of the revocation, suspension or restriction practiced, and in any other area ordered by the Appeal Committee, if the Appeal Committee finds that such publication is required for the protection of the public.

SECTION 23: CHAPTERS

23.01 Structure.

The Membership of the Association will be divided into Chapters as follows:

Algoma	Hamilton	Quinte
Barrie and District	Kingston District	Sarnia and District
Brockville and District	London and District	Sudbury
Cornwall and District	Niagara	Toronto
Durham	North Bay	West Toronto
Chatham Kent	Northwestern Ontario	Windsor and District
Grand Valley	Northeastern	York Region
Grey Bruce	Ottawa	
Guelph and District	Peel	
Halton	Peterborough	

Chapter boundaries will be defined by geographical areas as defined by the Registrar.

23.02 Nature of Chapter.

A Chapter shall be in all respects a local group of the Association and shall not be a separate legal entity.

23.03 Power of Board to Create, Dissolve, or Amalgamate Chapters.

At any time, and for any reason deemed by the Board, the Board may create, dissolve, or amalgamate Chapters.

23.04 Chapter Volunteers.

Chapter Volunteers including Members of Chapter boards shall be subject to the HRP Code of Conduct for Volunteers and shall sign an agreement to comply with the Code of Conduct before taking office and annually thereafter.

23.05 Chapter Operations.

Chapters shall be managed in accordance with the Association's Chapter Operating Terms. As established by By-law.

23.06 Chapter Name.

Chapters shall be named and shall identify themselves as either: "The Human Resources Professionals Association, [geographic name] Chapter" OR "[Geographic name] Chapter of the Human Resources Professionals Association" and shall carry on all of its activities under whichever of such names the Chapter has selected.

23.07 Establishment of New Chapter.

Upon written application of 25 Members with voting privileges who request the establishment of a new Chapter, the Board may by By-law approve such establishment provided the application fulfills such criteria as may be set out in the By-law.

23.08 Association Rights.

Should the Governance and Nominating Committee, in its continuing oversight of the Chapters, conclude that a Chapter has failed to abide by the Associations By-laws, the Board may pursue any course of action that is not contrary to the Act or the By-laws including the dismissal of the Chapter board and/or the appointment of a supervisor to manage the affairs of the Chapter until new Chapter elections can be held.

As appropriate, the Governance and Nominating Committee may proceed to investigate a Chapter in accordance with the procedure for governance complaints set out in Section 6, with necessary modifications.

23.09 Dissolve or Amalgamate Chapter.

A Chapter that wishes to dissolve or amalgamate shall convene a general meeting upon giving 30 Days' notice to the Members and Students affiliated with the Chapter and to the Association's Board. The meeting shall consider, among other things, resolutions to:

- (a) dissolve the Chapter; or
- (b) amalgamate with another Chapter;

Either decision by the Chapter must be subsequently approved by the Association's Board.

23.10 Rights and Obligations of Members and Students Affiliated with a Chapter.

Members and Students affiliated with a Chapter shall have rights and obligations in the Chapter that are as set out in the approved Operating Terms. Without limiting the generality of the foregoing, Members affiliated with a Chapter with the status of active and/or retired and active Students shall have the exclusive right to:

- (a) notice of meetings of Members and Students affiliated with the Chapter, and to copies of all reports to be considered thereat;
- (b) attend meetings of Members and Students affiliated with the Chapter; and
- (c) vote upon all matters that are the subject of a vote at meetings of Members and Students affiliated with the Chapter.

23.11 Chapter Voting.

For the purposes of voting in Chapter matters, including but not limited to, Chapter elections, Chapter Board related matters and Chapter business meetings, all Members in good standing affiliated with a Chapter with the status of active or retired, as well as Students in good standing shall be eligible to vote and run for election at the Chapter level. The Governance of HRPAs Chapters is defined in the Associations *Chapter Operating Terms*.

23.12 Voting by Mail or by Telephonic or Electronic Means.

A vote by Members and Students affiliated with a Chapter may be held by mail or telephonic or electronic means (in addition to or instead of voting by proxy) if (i) the votes may be verified as having been made by Members and Students affiliated with the Chapter that are entitled to vote and (ii) the Chapter is not able to identify how each Member and Students affiliated with the Chapter voted.

23.13 Chapter Presidents and HRP Board Meetings.

There shall be a meeting between Chapter presidents and the Board at least twice annually to discuss matters of interest or concern to the Chapters or the Board. The purpose of the meeting shall be to serve as an interface between the Chapters' volunteer leaders and the Board. The meetings shall be co-chaired by the HRP chair or a designate from the Board and a Chapter president.

SECTION 24: FINANCIAL AND OTHER MATTERS

24.01 Borrowing Powers.

The Board may, without authorization of the Members:

- (a) borrow money upon the credit of the Association;
- (b) issue, sell or pledge debt obligations of the Association;
- (c) give a guarantee on behalf of the Association to secure performance of an obligation of any person; and
- (d) mortgage, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any obligation of the Association.

24.02 Financial Management.

- (a) The Board shall appoint a bank chartered under the *Bank Act* (Canada) for the use of the Association.
- (b) A bank account will be maintained in said bank in the name of the Association, and all the moneys belonging to the Association (except petty cash) shall be deposited therein in the name of the Association.
- (c) The CEO shall endorse any cheque or negotiable instrument for collection on account of the Association through the bank for deposit to the credit of the Association with the bank.
- (d) The Board shall establish and annually review an investment policy for any part of the surplus from its operations.

24.03 Execution of Documents and Instruments.

Documents and instruments that require the seal of the Association to be affixed thereto may be signed on behalf of the Association by any two Directors or any two Officers or any Director with an Officer and those documents and instruments that do not require the seal of the Association to be affixed thereto may be signed on behalf of the Association by any one of the Directors or Officers. In addition, the Board may at any time and from time to time direct the manner in which and the person or persons by whom any particular document is to be signed on behalf of the Association.

24.04 Protection of Directors and Officers, Chapter Executives, Employees and Association Volunteers.

- (a) To the maximum extent permitted by-law, the Association shall indemnify and save harmless every Employee, Director and Officer and every former Director and Officer, every Chapter executive Member and Association volunteer and every individual (each, an “Indemnatee”) who acts or acted at the Association’s request as a director or officer, or in a similar capacity, of another person, against all costs, charges and expenses, including any amount paid to settle an action to satisfy a judgment, reasonably incurred by the Indemnatee in respect of any civil, criminal, administrative, investigative or other action or proceeding (except for those proceedings brought under the Act or the By-laws in respect of Directors and Officers and former directors and officers of a Chapter Executive, and Association volunteers) in which the Indemnatee is involved because of that association with HRP or other person if:
 - (i) the individual acted honestly and in good faith with a view to the best interests of the Association or other person, as the case may be; and
 - (ii) if the matter is a criminal or administrative proceeding that is enforced by monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.
- (b) The Association may advance money to an Indemnatee for the costs, charges and expenses of an action or proceeding referred to in Section 24.04(a), but the Indemnatee shall repay the money if the Indemnatee does not fulfil the conditions set out in Sections 24.04(a)(i) and (ii).
- (c) The Association may, with the approval of the Ontario Superior Court of Justice, indemnify an Indemnatee or advance money to an Indemnatee under Section 24.04(b), in respect of an action by or on behalf of the Association or other person to obtain a judgment in its favour to which the Indemnatee is made a party because of the Indemnatee’s association with HRP or other person as described in Section 24.04(a), against all costs, charges and expenses reasonably incurred by the Indemnatee in connection with such action, if the Indemnatee fulfils the conditions set out in Sections 24.04(a)(i) and (ii).
- (d) The Association may purchase and maintain insurance for the benefit of an Indemnatee against any liability incurred by the Indemnatee (i) in the Indemnatee’s capacity as a Director or Officer or (ii) in the Indemnatee’s capacity as a director or officer, or a similar capacity, of another person, if the Indemnatee acts or acted in that capacity at the Association’s request.
- (e) It shall be noted that only those individuals who have been successful in obtaining a volunteer position with are HRP at local or the provincial level are eligible for coverage. The individuals must be named in reporting requirements listed in the Chapter Operating Terms.

24.05 Auditor.

An auditor shall be appointed by the Members present and entitled to vote at each Annual Meeting. The auditor shall conduct an audit of the books and accounting records of the Association following the end of each Fiscal Year and at other times if so directed by the Board. The auditor shall make a report on the annual audit to the Members and the Board within six months of the end of each Fiscal Year.

SECTION 25: NOTICE

25.01 Method of Notice.

Except where otherwise provided in this By-law, notice (and the service of documents) shall be validly given if given by telephone, or if in writing:

- (a) by prepaid letter post, if addressed to a person at the person's last known address;
- (b) by facsimile if sent to a person at the person's last known facsimile number;
- (c) by e-mail if addressed to a person at the person's last known e-mail address; or
- (d) by another electronic method addressed to the person for whom intended at the last address shown on the Association's records; or in lieu of the foregoing;
- (e) by posting such notice on the website maintained by the Association.

Any such notice (or service of documents) shall be deemed given:

- (a) in the case of telephonic notice, at the time of the telephone call;
- (b) in the case of letter post, on the third Day after mailing;
- (c) in the case of posting on the website, on the Day of posting; and
- (d) in all other cases, when transmitted.

25.02 Computation of Time.

In computing the date when notice (or service of documents) must be given under any provision of the By-laws requiring a specified number of Days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, not included.

25.03 Omissions and Errors.

The accidental omission to give notice of any meeting of the Board, a committee or Members or the non-receipt of any notice by any Member, Director or committee Member or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Member, Director or committee Member may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

SECTION 26: BY-LAW AMENDMENTS

26.01 By-law Amendments.

By-laws of the Association may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the Act.

26.02 Notice Required.

Notice of a meeting of Directors, and of a special meeting of Members, at which an amendment is considered shall conform to the requirements for notice of meetings, respectively, of Directors and Members as otherwise set out in this By-law.

SECTION 27: EFFECTIVE DATE AND REPEAL**27.01 Effective Date and Repeal.**

This By-law shall come into force and will be effective immediately after it has been posted for 30 Days on the Association's website.

This By-law shall be put before the Membership for approval at the earlier of the first annual meeting of the Association following the making of the by-law and any general meeting at which the by-law is considered.

Should this By-law not be approved by the Members of the Association when considered, this By-law would cease to have effect on the day on which the approval is withheld; however, any action taken under this By-law while it was in effect shall be valid.

REVISED On November 21, 2017 by the Governance and Nominating Committee of HRP

APPROVED On December 11, 2017 by the Board of Directors of HRP

ENACTED in accordance with *the Registered Human Resources Professionals Act, 2013*