



# **Safety Codes Council**

## **Bylaws**

**Consolidated and Amended**

**Date: October 29, 2021**

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## 1. Introduction

### 1.1. Bylaws

The following Articles establish the *Bylaws* of the Safety Codes Council (*Council*) pursuant to Section 19 of the Safety Codes Act (*Act*).

### 1.2. Structure

The *Council* structure includes a Board of Directors (*Board*) that oversees *Sub-Councils*, *Committees*, ad hoc working groups, ad hoc committees, and a corporate organization that is managed by the *President and Chief Executive Officer (CEO)*.

## 2. Defining and Interpreting the Bylaws

### 2.1. Definitions

In these *Bylaws*, the following words have these meanings.

- 2.1.1. *Act* means the *Safety Codes Act, R. S. A. 2000, Chapter S-1* as amended.
- 2.1.2. *Administrative Tribunal* means a division of the *Council* assigned to hear an appeal.
- 2.1.3. *Annual General Meeting* means the Annual General Meeting described in Article 5.5.
- 2.1.4. *Board* means the Board of Directors of the *Council* established under Section 16.1(1)(a) of the *Act*.
- 2.1.5. *Bylaws* means the rules governing the operation of the *Council* as amended.
- 2.1.6. *Chair* means the *Member* appointed by the *Minister* to chair the *Board*.
- 2.1.7. *Committee* means a standing body established under the *Bylaws* to provide advice to the *Board*.
- 2.1.8. *Coordinator of Appeals* means the *Council* employee designated by the *President and CEO* to coordinate all appeals.
- 2.1.9. *Council* means the Safety Codes Council established under Section 16 of the *Act*.
- 2.1.10. *Mail* means circulation and delivery of documentation and information by pre-paid postage mail, registered mail, courier, fax, e-mail, or other electronic means.
- 2.1.11. *Majority* means more than fifty (50) percent of the *Members* entitled to vote, and voting, at a *Board, Sub-Council, or Committee* meeting.
- 2.1.12. *Mandate and Roles Document* means an agreement between the *Council* and the *Minister* setting out the relationship between the parties and the accountability framework, including their roles, responsibilities, duties, and expectations, and a process

for reaffirmation of this document.

- 2.1.13. *Member* means a person appointed to the *Council* by either the *Minister* or the *Board*.
- 2.1.14. *Minister* means the Minister designated under Section 16 of the *Government Organization Act* as the Minister responsible for the *Act*.
- 2.1.15. *President and CEO* means the President and Chief Executive Officer appointed by the *Board* to manage the affairs of the *Council*.
- 2.1.16. *Special Meeting* means the Special Meeting described in Article 5.6.
- 2.1.17. *Sub-Council* means a formal body established by the *Board* under Section 16.1(3) of the *Act*.
- 2.1.18. *Vice-Chair* means one or more *Board Members* elected by the *Board* as an alternate to the *Chair*.

## 2.2. Interpretation

The following rules must be applied when interpreting the *Bylaws*.

- 2.2.1. Words and expressions defined in the *Act* have the same meanings when used in the *Bylaws*.
- 2.2.2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and vice versa.
- 2.2.3. Words importing persons include individuals, bodies corporate, partnerships, trusts, unincorporated organizations, and personal representatives.
- 2.2.4. Headings are for convenience only. They do not affect the interpretation of the *Bylaws*.
- 2.2.5. The *Bylaws* shall be interpreted broadly and generously.
- 2.2.6. Words in an *Italic* font with the first letter capitalized are either defined terms in the *Bylaws* or the title of a statute.

## 3. Council Business

### 3.1. Head Office

The *Council's* head office shall be located in Edmonton, Alberta.

### 3.2. Corporate Seal

- 3.2.1. The *Council* may have a corporate seal which shall bear the name 'Safety Codes Council' and be in a form as may be determined by the *Board*.
- 3.2.2. The corporate seal, if any, shall be in the custody of the *President and CEO* or other person as may be determined by the *Board*.

**3.3. Financial Year**

The *Council's* financial year is January 1 to December 31 unless otherwise approved by the *Board*.

**3.4. Banking Arrangements**

3.4.1. The *Council's* banking business including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may be authorized by the *Board*.

3.4.2. Banking business shall be transacted under such agreements, instructions, and delegations of powers as the *Board* may prescribe or authorize.

**4. Council Members**

**4.1. Membership**

4.1.1. The *Council* shall consist of *Members* as set out in Section 16 of the *Act*.

4.1.2. When a *Member* retires, ceases to represent the nominating organization, or is removed in accordance with Article 4.3., the *President and CEO* will advise the *Minister* or the nominating organization so that a successor can be nominated.

**4.2. Code of Conduct and Ethics and Oath of Confidentiality**

4.2.1. Each *Member* shall sign off that they have read, understand, and will abide by the *Council's* Code of Conduct and Ethics Policy.

4.2.2. Each *Board Member* shall also take an Oath of Confidentiality.

**4.3. Removal of a Member**

4.3.1. If a *Member* appointed by the *Board* is absent without reasonable cause from three (3) consecutive meetings or fails to respond to three (3) consecutive *Mail* ballots, that *Member* is deemed to have resigned and their seat shall be declared vacant upon approval of the *Board*.

4.3.2. If a *Member* appointed by the *Minister* is absent without reasonable cause from three (3) consecutive meetings or fails to respond to three (3) consecutive *Mail* ballots, the *Board* may request the *Minister* to rescind the appointment of that *Member* and to appoint a person in their place.

4.3.3. If there is a suspected violation of the Code of Conduct and Ethics Policy by a *Member*, the *Board* will:

- a) make reasonable inquiries into the suspected violation; and
- b) provide the *Member* with details of the suspected violation and the opportunity to respond.

Where appropriate, the *Board* will take such action as may reasonably be necessary against a *Member*, other than those appointed by the *Minister*, including removal of the *Member* upon passage of a resolution. Where the *Member* has been appointed by the *Minister*, the *Board* shall, upon passage of a resolution, recommend corrective action to the *Minister* that could include a recommendation for the removal of the *Member*. Prior to passing any resolution, the *Member* shall be advised and given an opportunity to respond.

4.3.4. If there is a suspected violation of the Oath of Confidentiality by a *Board Member*, the *Board* will:

- a) make reasonable inquiries into the suspected violation; and
- b) provide the *Board Member* with details of the suspected violation and the opportunity to respond.

Where appropriate, the *Board* will take such action as may reasonably be necessary against a *Board Member*, other than those appointed by the *Minister*, including removal of the *Board Member*, upon passage of a resolution. Where the *Board Member* has been appointed by the *Minister*, the *Board* shall, upon passage of a resolution, recommend corrective action to the *Minister* that could include a recommendation for the removal of the *Board Member*. Prior to passing any resolution, the *Board Member* shall be advised and given an opportunity to respond.

## 5. Council Meetings

### 5.1. Quorum

- 5.1.1. A quorum for the *Annual General Meeting* or a *Special Meeting* is one-third (1/3) of the *Members*, as a whole at the time that the meeting occurs.
- 5.1.2. A quorum for *Board, Sub-Council, or Committee* meetings is a *Majority* of the *Members* of that respective body.
- 5.1.3. The *President and CEO* shall not be counted for the purposes of determining quorum for *Board, Sub-Council, or Committee* meetings.
- 5.1.4. The *Chair* shall not be counted for the purposes of determining quorum for *Sub-Council or Committee* meetings.
- 5.1.5. A quorum for an *Administrative Tribunal* is three (3) of the *Members* selected for that *Administrative Tribunal*.

### 5.2. Voting

- 5.2.1. *Board Members* may vote on issues which are binding on the *Council*.
- 5.2.2. *Members* appointed to a *Sub-Council* may vote on:

- a) approval or amendments to the *Bylaws*;
  - b) recommendations to the *Board* specific to a *Sub-Council's* role; and
  - c) matters within the scope of their duties and responsibilities.
- 5.2.3. The *President and CEO* shall not vote on any *Council* matters put before the *Board*, a *Sub-Council*, a *Committee*, an *Annual General Meeting*, or a *Special Meeting*.
- 5.2.4. The *Chair* shall not vote on matters that come before a *Sub-Council* or *Committee*, and only votes to break a tie on matters before the *Board*.
- 5.2.5. Before a matter is put to a vote, *Members* will be provided the opportunity to question, discuss, and advocate for or against the motion, except where a vote is held by *Mail* ballot.
- 5.2.6. A *Member* may request their negative vote and the reason for it to be recorded in the minutes.
- 5.2.7. A chair may call a vote by *Mail* ballot to resolve a matter without calling a *Board*, *Sub-Council*, or *Committee* meeting.
- a) The *Mail* ballot shall be in a form that clearly sets out the matter at issue and what is being voted on (negative or affirmative).
  - b) The time period for the return of the *Mail* ballot from the date of its circulation shall be reasonable in the circumstances.
  - c) The *Mail* ballot shall be sent to all *Members* of that respective body.
  - d) A resolution passed by a vote by *Mail* ballot is as valid as if it had been passed at a meeting.
  - e) The results of a *Mail* ballot will be reported at the next meeting of that respective body.
- 5.2.8. A chair may call an electronic vote to resolve a matter where a *Board*, *Sub-Council*, or *Committee* meeting, *Annual General Meeting*, or *Special Meeting* take places by electronic means, telephone, teleconference, or other means that permit a quorum of the *Members*, for that meeting, to hear each other.

### 5.3. General Meeting Procedures

- 5.3.1. All *Council*, *Board*, *Sub-Council*, or *Committee* meetings are open to the public. On a *Majority* vote, *Members* may close all or part of a meeting to anyone who is not a *Member*.
- 5.3.2. All *Council*, *Board*, *Sub-Council*, or *Committee* meetings will be conducted using Robert's Rules of Order, latest edition, as a guideline unless the *Council* approves other rules of procedure.

- 5.3.3. Notice of all *Council, Board, Sub-Council, or Committee* meetings shall be reasonable in the circumstances.
- 5.3.4. Minutes shall be kept of all *Council, Board, Sub-Council, and Committee* meetings.
- 5.3.5. Minutes of all *Council, Board, Sub-Council, and Committee* meetings shall be approved by the *Members* of that body at their next scheduled meeting and when approved, shall constitute the record of proceedings of those meetings.

#### **5.4. Board, Sub-Council, or Committee Meetings**

- 5.4.1. A *Board, Sub-Council, or Committee* meeting shall be held at the call of the respective chair or in the chair's absence, at the call of the respective vice-chair.
- 5.4.2. A *Board, Sub-Council, or Committee* meeting shall be called by the respective chair at the request of a quorum of *Members* of that respective body as set out in Article 5.1.2.
- 5.4.3. A *Board* meeting shall be held at least once every four (4) months.
- 5.4.4. A *Sub-Council or Committee* meeting shall be held at least once each year.
- 5.4.5. A *Board, Sub-Council, or Committee* meeting may take place in person or be held by electronic means, telephone, teleconference, or other means that permit a quorum of the *Members*, for that meeting, to hear each other.
- 5.4.6. Notice of a *Board, Sub-Council, or Committee* meeting shall be sent by *Mail* to the respective *Members*. The notice shall indicate the date and time of the meeting, as well as include any additional meeting details and the agenda.
- 5.4.7. Each meeting shall be chaired by the respective chair of the *Board, a Sub-Council, or Committee* or other *Member* designated or elected as an alternate to the chair.

#### **5.5. Annual General Meeting**

- 5.5.1. The *Chair* shall call an *Annual General Meeting* of the *Council*, which is to be held each year.
- 5.5.2. The *Annual General Meeting* may take place in person or by electronic means, telephone, teleconference, or other means that permit a quorum of the *Members* to hear each other.
- 5.5.3. Notice of the *Annual General Meeting* shall be sent by *Mail* to each *Member* at least twenty-one (21) days before the meeting. This notice shall indicate the date and time of the meeting, as well as include any additional meeting details and the agenda.
- 5.5.4. The agenda shall include a report from the *Chair* on behalf of the *Board*, a report from the *President and CEO*, the annual report of the *Council* including audited financial statements, the business plan, the annual budget for the new year, and a recommendation for appointment of an external financial auditor.

## 5.6. Special Meeting

- 5.6.1. The *Chair* shall call a *Special Meeting* of the *Council*:
- a) by giving notice at least twenty-one (21) days before the meeting; or
  - b) at the request of a quorum of the *Members* as set out in Article 5.1.1.
- 5.6.2. A *Special Meeting* may take place in person or by electronic means, telephone, teleconference, or other means that permit a quorum of the *Members* to hear each other.
- 5.6.3. Notice of a *Special Meeting* shall be sent by *Mail* to each *Member*. This notice shall indicate the date and time of the meeting, as well as, include any additional meetings details and the agenda.

## 6. The Board

### 6.1. Board Members

- 6.1.1. The *Board* shall consist of a minimum of seven (7), and not more than fourteen (14) *Members* including the *Chair* but excluding the *President and CEO*.
- 6.1.2. The *Board* shall appoint *Board Members*, other than the *Chair*, in accordance with the *Act, Bylaws*, and *Council* policy.
- 6.1.3. The *Board* shall appoint persons with broad and relevant experience, which may include training and experience in legal matters, accounting, finance, human resources, and governance, as well as appoint persons nominated as representatives of rural and urban municipalities.
- 6.1.4. The *President and CEO* shall be a non-voting, ex-officio *Board* member.
- 6.1.5. Notwithstanding Article 6.1.1., a *Board Member* who was nominated as a representative of an urban or rural municipality and has been replaced may be re-appointed as a *Board Member* for a term not exceeding one (1) year, in order to facilitate a transition of a new *Board Member*, subject to Section 16(9) of the *Act* and approval of the *Board*.

### 6.2. Duties and Powers of the Board

- 6.2.1. The *Board* shall be responsible and accountable for fulfilling all *Council* duties as set out in the *Act*, except the power to approve *Bylaws*.
- 6.2.2. The *Board* shall:
- a) be responsible for the oversight of the *Council* in carrying out its mandate;
  - b) ensure the *Council* implements good governance and accountability practices;
  - c) be accountable for compliance with the *Mandate and Roles Document*;

- d) develop a vision, mission, values, and strategic plan for the *Council*;
  - e) consider and if appropriate submit to the *Minister* the recommendations of *Sub-Councils* regarding the adoption of codes and standards for any thing, process, or activity to which the *Act* applies;
  - f) establish the matrices detailing the composition, required skills, and experience for *Sub-Council Members*;
  - g) consider the recommendations of a *Sub-Council* when making appointments to *Council*;
  - h) establish policies governing the practices and procedures applicable to appeals made to the *Council*;
  - i) determine the *Council's* governance and corporate policies;
  - j) recommend levies for Ministerial approval;
  - k) establish fees;
  - l) review and approve the operating programs and policies of the *Council*;
  - m) consider and approve the annual operating and capital budgets, annual business plan, and annual report of the *Council*;
  - n) pass resolutions for the conduct of the business and affairs of the *Council*;
  - o) ensure the *Council's* goals are in alignment with those of the Government of Alberta;
  - p) select, appoint, establish performance objectives for, and monitor the performance of the *President and CEO*, and determine the salary and benefits to be paid to the *President and CEO*; and
  - q) exercise such duties and powers as may be in the best interests of the *Council* and the law may allow.
- 6.2.3. The *Board* may delegate any of the *Board's* duties and powers and may prescribe conditions governing the exercise or performance of any delegated responsibilities, including the power of sub-delegation.

### 6.3. Committees and Ad Hoc Committees of the Board

- 6.3.1. The *Board* may establish *Committees* or ad hoc committees, in accordance with the *Bylaws*.
- 6.3.2. Each *Committee* or ad hoc committee has only those powers and duties explicitly delegated by the *Board*, which shall be detailed in the terms of reference for the *Committee* or ad hoc committee.

- 6.3.3. The *Board* may review, amend, or revoke any decision of a *Committee*.
- 6.3.4. The *Board* may appoint persons to a *Committee* or ad hoc committee.
- 6.3.5. The *Chair* and the *President and CEO* are non-voting, ex-officio members of all *Committees* or ad hoc committees.
- 6.3.6. Each *Committee* or ad hoc committee will be comprised of at least one (1) *Board Member* and other person(s) with the requisite skills and experience to support that *Committee*.
- 6.3.7. The chair of a *Committee* or ad hoc committee shall be a *Board Member*.

#### 6.4. Officers of the Council

- 6.4.1. The Officers of the *Council* are the *Chair*, *Vice-Chair*, and *President and CEO*.
- 6.4.2. The *Vice-Chair* shall be elected by the *Board* at least every two (2) years.

#### 6.5. Duties of the Officers

- 6.5.1. The *Chair*:
  - a) supervises the affairs of the *Board*;
  - b) chairs *Board* meetings, *Annual General Meetings*, and *Special Meetings*;
  - c) executes documents on behalf of the *Council* and the *Board*;
  - d) is a non-voting, ex-officio *Member* of all *Committees* and *Sub-Councils*;
  - e) acts as spokesperson for the *Board* and the *Council*; and
  - f) carries out other duties assigned by the *Board*.
- 6.5.2. The *Vice-Chair*

When the *Chair* is unable to perform their duties the *Vice-Chair* shall replace the *Chair* and perform all of the *Chair's* duties.
- 6.5.3. The *President and CEO*:
  - a) shall serve as the recording secretary of all *Board* meetings;
  - b) may designate an alternate to serve as recording secretary of the *Board*;
  - c) reports to and acts as adviser to the *Board*;
  - d) acts as adviser to all *Committees*;
  - e) carries out all responsibilities assigned by the *Board*; and
  - f) is a non-voting, ex-officio member of the *Board*, all *Committees*, and all *Sub-Councils*.

## 7. Sub-Councils

### 7.1. Establishment

7.1.1. The *Sub-Councils* are established by the *Board* under Section 16.1(3) of the *Act*. These are:

- Amusement Rides;
- Barrier Free;
- Building;
- Electrical;
- Electrical Utilities;
- Elevators;
- Fire;
- Gas;
- Passenger Ropeways;
- Plumbing;
- Pressure Equipment; and
- Private Sewage Disposal Systems.

7.1.2. The chair and vice-chair(s) of a *Sub-Council* shall be elected, every two (2) years, or sooner if vacant, from the *Sub-Council Members* by the *Sub-Council Members*.

7.1.3. Each *Sub-Council* shall include *Members* who are experts in the discipline or purpose for which the *Sub-Council* was established, as set out in Section 16(4) of the *Act*.

### 7.2. Duties and Powers of Sub-Councils

7.2.1. Each *Sub-Council*:

- a) shall carry out any activities directed by the *Board*;
- b) may review and make recommendations to the *Board* on its membership matrix to ensure it appropriately represents the various areas of the discipline or purpose for which it was established; and
- c) may establish ad hoc working groups to advise it.

7.2.2. A *Sub-Council*, in the discipline for which it was established:

- a) may forward the codes and standards it has reviewed, altered or established to the *President and CEO* with a recommendation that they be forwarded to the *Board* for consideration and submission to the *Minister* for adoption;
- b) may provide technical advice for determining classifications of certificates of

competency and qualifications required of a person to hold a certificate of competency, and forward them to the *President and CEO* for consideration by the *Board*;

- c) may provide technical advice regarding standards for accreditation and forward them to the *President and CEO* for consideration by the *Board*; and
- d) shall work with other *Sub-Councils* to ensure the purposes for which it was established are considered in all they do.

## 8. Remuneration and Reimbursement of Member Expenses

- 8.1. *Board Members, the Chair, and Administrative Tribunal Members* are eligible to receive remuneration, in accordance with the Government of Alberta's Committee Remuneration Order, as amended.
- 8.2. *Members* may claim reimbursement of expenses for attendance at meetings as set out in *Council* policy.

## 9. Appeals

### 9.1. Application of Bylaws

The *Bylaws* apply to the *Council's* appeal process, which includes an appeal and request for a stay pending appeal, made to the *Council* under Part 5 of the *Act*.

### 9.2. Appeal Process

- 9.2.1. The Principles of Natural Justice and Procedural Fairness apply to the *Council's* appeal process.
- 9.2.2. Appeal hearings are open to the public. However, on a majority vote, an *Administrative Tribunal* may close all or part of an appeal hearing to anyone who is not either the appellant or the respondent.

### 9.3. The Coordinator of Appeals

- 9.3.1. The *Coordinator of Appeals* shall:
  - a) coordinate, manage, and facilitate the review of orders, the appeal process, requests for a stay pending appeal, and make decisions on applications to adjourn or postpone a hearing in advance of a scheduled hearing;
  - b) serve as recorder during the appeal hearing; and
  - c) be empowered to do all such things, take all such steps, and engage in all such communications as may appear to be necessary to reasonably and efficiently fulfill this role, subject to the *Act*, and the *Bylaws*.

9.3.2. The *Coordinator of Appeals* may designate a person(s) to carry out their duties and responsibilities.

#### 9.4. Notice of Appeal

9.4.1. An appeal of an order or written notice shall be made to the *Council* by filing a Notice of Appeal application form within the legislated time limits set out in the *Act*.

9.4.2. The Notice of Appeal shall be signed by the appellant, and shall contain:

- a) a copy of the order or written notice being appealed;
- b) a concise statement setting out the grounds for appeal;
- c) contact information for the appellant (mailing address, telephone, e-mail address, and where applicable, facsimile); and
- d) the appropriate fee as set out in the *Council* fee schedule.

9.4.3. The failure to comply with the requirements set out in Article 9.4.1. and 9.4.2., may at the discretion of the *Coordinator of Appeals*, be treated as irregularities, and result in not proceeding with the appeal process.

9.4.4. Upon receiving a Notice of Appeal, the *Coordinator of Appeals* shall review the information received and seek clarification as necessary from the appellant or respondent or direction from an *Administrative Tribunal*.

9.4.5. In the course of reviewing a Notice of Appeal, the *Coordinator of Appeals* may require any person with an interest in the appeal to produce written information of particulars concerning the matter being appealed by seeking to compel such production by judicial order.

#### 9.5. Stay Pending Appeal

9.5.1. A written request for a stay pending appeal shall be made to the *Council* by the person, or their representative, on whom the order or written notice was served and will be processed by the *Coordinator of Appeals* as set out in Section 54 of the *Act*.

9.5.2. Upon receiving a written request, the chair of the appropriate *Sub-Council* may direct that an order be stayed.

#### 9.6. Preliminary Matters

9.6.1. If a request for a stay pending appeal has been received, an appeal hearing will not be scheduled until that request has been considered and is complete.

9.6.2. If the *Coordinator of Appeals* determines that there are procedural and preliminary matters related to the appeal, and if so directed by an *Administrative Tribunal*, the *Coordinator of Appeals* shall arrange for the hearing of any contested procedural matters on a preliminary basis.

**9.7. Scheduling an Appeal Hearing**

Upon the completion of any and all preliminary and procedural matters, and upon determining that the Notice of Appeal can proceed to an appeal hearing, the *Coordinator of Appeals* shall:

- a) assign the appeal to an *Administrative Tribunal*;
- b) determine whether the appeal may take place in person or by electronic means, telephone, teleconference, or other means that permit all persons participating in the hearing to hear each other;
- c) arrange a date and time for the appeal to be heard and provide written notice of the hearing details to all parties at least ten (10) working days in advance of the hearing;
- d) request written confirmation of receipt of the written notice of the hearing; and
- e) provide the appellant and respondent with a copy of the material before an *Administrative Tribunal* in advance of the appeal hearing.

**9.8. Abandonment of an Appeal**

- 9.8.1. If the appellant fails to provide confirmation of receipt of the written notice of the hearing, their attendance, and the attendance of their witnesses at the appeal hearing, the *Coordinator of Appeals* may determine an appeal to be abandoned and, if so, will provide written notice to the appellant and respondent accordingly.
- 9.8.2. An abandoned appeal may be reinstated by the *Coordinator of Appeals* within sixty (60) days of the abandonment upon written request from the appellant.
- 9.8.3. Written requests from an appellant to reinstate an appeal shall include reasons for the reinstatement.

**9.9. Composition of an Administrative Tribunal**

- 9.9.1. An *Administrative Tribunal* shall consist of at least three (3) *Members* with the knowledge and expertise necessary to reasonably decide the issue before it.
- 9.9.2. The chair of an *Administrative Tribunal* shall be the chair of a *Sub-Council* or such other *Member* as the chair may designate.
- 9.9.3. If a *Member* or potential *Member* of an *Administrative Tribunal* has a conflict of interest, they shall recuse themselves from participating in that *Administrative Tribunal*.

**9.10. Appeal Hearing**

- 9.10.1. When hearing an appeal, an *Administrative Tribunal* shall confirm the matter being heard is within its jurisdiction.
- 9.10.2. An *Administrative Tribunal* may request that additional information be provided from either the appellant or respondent.

- 9.10.3. The appellant and respondent may have representation, including legal counsel, at the appeal hearing.
- 9.10.4. An *Administrative Tribunal* shall have the discretion, subject to considering any objections, to determine:
- a) the order and form in which evidence and arguments shall be presented;
  - b) whether any new evidence will be allowed to be presented;
  - c) whether any person, other than the appellant and respondent, has the right to be heard or to submit written arguments;
  - d) whether the participation of a *Member* in a decision of an *Administrative Tribunal* would represent a conflict of interest; and
  - e) where other objections to process or requests for standing are received, to rule on those objections or requests.
- 9.10.5. The chair of an *Administrative Tribunal* shall:
- a) ascertain there is no objection to the information before it for the purposes of hearing the appeal, and in the event of an objection, the chair will communicate the ruling of the *Administrative Tribunal* on that objection; and
  - b) communicate the ruling of the *Administrative Tribunal* on the admissibility of any evidence that may be presented at the hearing if the admissibility is placed in issue.

### **9.11. Adjournments**

- 9.11.1. An *Administrative Tribunal* may adjourn a hearing at its sole discretion.
- 9.11.2. Only *Members* of the *Administrative Tribunal* who participated in the adjourned hearing shall participate in the reconvened hearing.

### **9.12. Evidence**

An *Administrative Tribunal* is not bound by the laws of evidence applicable to judicial proceedings, but may accept oral, written, or demonstrative evidence that, in its discretion, considers proper whether admissible in a court of law or not.

### **9.13. Failure to Appear or Provide Additional Information**

- 9.13.1. If an appellant or respondent fails to appear for an appeal hearing, and appropriate notice was given, an *Administrative Tribunal* may dismiss the appeal or conduct the hearing in the absence of either the appellant or respondent.
- 9.13.2. Where a witness is absent, an *Administrative Tribunal* shall make a ruling as to whether or not to proceed in the absence of that witness.
- 9.13.3. In the event of a failure to appear or to produce additional information by any party to an

appeal, an *Administrative Tribunal* and the *Coordinator of Appeals* may seek to compel such appearance or production by judicial order.

#### 9.14. Record of Proceedings

9.14.1. Only material produced by the Council shall constitute an official record of proceedings, which may include an audio, video, or other electronic record of an appeal hearing.

a) No other person is permitted to make an audio, video, or other electronic record of an appeal hearing.

9.14.2. An *Administrative Tribunal* is not required to keep a written or other record of the oral evidence given at a hearing.

#### 9.15. Decision

9.15.1. At the conclusion of a hearing, an *Administrative Tribunal* may make its decision at that time, to be confirmed in writing, or reserve its decision. Any decision shall only be made by those *Members* who were present and heard all of the evidence.

9.15.2. An *Administrative Tribunal's* decision shall be in the form of a Council Order signed by the chair or a *Member* of that *Administrative Tribunal* and served within sixty (60) days after completion of the hearing. The order shall set out the findings of fact upon which that *Administrative Tribunal* based its decision and the reasons for that decision.

9.15.3. A decision of an *Administrative Tribunal* is binding on the *Council* and shall be a matter of public record.

#### 9.16. Confidentiality

*Administrative Tribunal Members* shall maintain confidentiality regarding an appeal. The issuance of its decision is not a breach of confidentiality.

#### 9.17. Expert Assistance

9.17.1. An *Administrative Tribunal* may obtain the services of technical advisers or experts to answer questions of a technical nature that an *Administrative Tribunal* wishes to put to them during the public portion of an appeal hearing.

9.17.2. The parties to an appeal will have an opportunity, if requested, to provide evidence or submissions addressing any information provided to an *Administrative Tribunal* by any such technical adviser or expert during an appeal hearing.

### 10. Indemnification

The *Council* shall, to the maximum extent permitted under the *Act* or otherwise by law, defend and indemnify a *Member* against all costs, charges, and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by the *Member* in respect of any civil, criminal, or

administrative action or proceeding to which the *Member* is made a party by reason of being a *Member*, provided that the *Member* was acting honestly and in good faith while exercising their powers and performing their duties under the *Act* and the *Bylaws*.

#### **11. Bylaw Review**

- 11.1. The *Board* shall conduct a comprehensive review of the *Bylaws* at least once every five (5) years.
- 11.2. The results of this review and any proposed amendments to the *Bylaws* will be brought forward to *Members* for consideration at the next *Annual General Meeting*.

#### **12. Bylaw Amendments**

- 12.1. The *Bylaws* shall be amended by special resolution, which requires a two-thirds (2/3) vote of the *Members* present at the *Annual General Meeting* or *Special Meeting* of the Council.
- 12.2. Written notice, including a copy of any proposed amendments shall be given to the *Members* at least twenty-one (21) days prior to the *Annual General Meeting* or *Special Meeting* during which the special resolution will be debated and voted on.

#### **13. Paramountcy**

In any instance where the *Bylaws* are found to contradict, or be inconsistent with provisions of the *Act*, or the regulations, the *Act* or the regulations will prevail.

#### **14. Invalidity of Bylaw Provisions**

The invalidity or unenforceability of any provision of the *Bylaws* shall not affect the validity or enforceability of the remaining provisions of the *Bylaws*.

#### **15. Repeal Existing Bylaws**

Any previously adopted *Bylaws* are repealed and replaced by the *Council's* adoption of these *Bylaws*.