



**Board of Canadian Registered  
Safety Professionals**

**Conseil Canadien Des Professionels  
En Sécurité Agréés**

# BCRSP BYLAWS

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## BYLAW NO. 1

A bylaw relating generally to the conduct of the affairs of

**Board of Canadian Registered Safety Professionals/Conseil canadien des professionnels en sécurité agréés**

(the "BCRSP")

BE IT ENACTED as a bylaw of the BCRSP as follows:

## PART 1 – DEFINITIONS AND INTERPRETATION

### 1.01 Definitions

In this bylaw and all other bylaws of the BCRSP, unless the context otherwise requires:

- 1) "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- 2) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the BCRSP;
- 3) "Board" means the Governing Board of the BCRSP, which is the board of directors of the BCRSP within the meaning of the Act;
- 4) "bylaw" means this bylaw and any other bylaws of the BCRSP as amended and which are, from time to time, in force and effect;
- 5) "Certificate" means the documentation issued to those who successfully meet the BCRSP's registration requirements;
- 6) "Certificants" means members of the BCRSP and includes Practicing and Non-Practicing Certificants,
- 7) "Certification" means membership in the BCRSP;
- 8) "Governor" means a director within the meaning of the Act;
- 9) "Incapacitated" means, in relation to a Certificant, that by reason of a physical or mental condition or disorder, he or she is incapable of continuing to fulfil the Certification requirements;
- 10) "Meeting of Certificants" includes an annual meeting of Certificants or a special meeting of Certificants; "special meeting of Certificants" includes a meeting of any class or classes of Certificants and a special meeting of all Certificants entitled to vote at an annual meeting of Certificants;

- 11) "Non-Practicing Certificant" means a Certificant who meets the criteria for Certification as a Class B Certificant of the BCRSP as provided in section 2.02;
- 12) "Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- 13) "Practicing Certificant" means a Certificant who meets the criteria for Certification as a Class A Certificant of the BCRSP as provided in section 2.02;
- 14) "Professional Misconduct" means, an act or omission:
  - a) that is inconsistent with the Rules of Professional Conduct,
  - b) that is described as Professional Misconduct in the bylaws,
  - c) that constitutes a failure to comply with an obligation in the bylaws or a direction or order made by a committee under the bylaws,
  - d) that, without the express approval of the Board, results in the Certificant retaining, occupying office space with, using the services of, or employing in any capacity having to do with the profession, any person who:
    - i) has had his or her Certification revoked as a result of disciplinary proceedings; or
    - ii) has resigned as a Certificant in the BCRSP while a matter involving him or her is in the process of being brought before, or is before the Professional Conduct Committee or Discipline Committee,
  - e) relevant to the practise of the profession that would reasonably be regarded by Certificants as disgraceful, dishonourable or unprofessional, or
  - f) that is unbecoming a Certificant;
- 15) "Proposal" means a proposal submitted by a Certificant that meets the requirements of section 163 (Member Proposals) of the Act;
- 16) "Public Member" means a Governor who meets the eligibility requirements in section 6.04 of these bylaws;
- 17) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- 18) "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## **1.02 Interpretation**

In the interpretation of this bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in section 1.01 above, words and expressions defined in the Act have the same meanings when used in these bylaws.

## **1.03 Certificates and corporate seal**

The Corporate Seal of the BCRSP shall remain in the custody of the Executive Director.

Registration certificates remain the property of the BCRSP and upon demand by the Board, shall be returned to the BCRSP.

The seal depicted below is the seal of the BCRSP:



The Board may authorize the use of the terms “Canadian Registered Safety Professional (CRSP) ®/ Professionnel en sécurité agréé du Canada (PSAC) ®” and “CRSP/PSAC” by authorized Certificants so long as they have a current and valid certificate issued by the BCRSP. The corporate symbol is registered by Industry Canada and its use without express written permission is prohibited except on printed or symbolic items provided by the BCRSP or its designated suppliers.

#### **1.04 Execution of documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the BCRSP may be signed by any two (2) of its officers or Governors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, bylaw or other document of the BCRSP to be a true copy thereof.

#### **1.05 Financial year end**

The financial year end of the BCRSP shall be determined by the Board.

#### **1.06 Banking arrangements**

The banking business of the BCRSP shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the BCRSP and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

#### **1.07 Annual financial statements**

The BCRSP may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the Certificants, publish a notice to its Certificants stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the BCRSP and any Certificant may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

#### **1.08 Borrowing powers**

The Governors of the BCRSP may, without authorization of the Certificants,

1. borrow money on the credit of the corporation;
2. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
3. give a guarantee on behalf; and
4. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

## **PART 2 – CERTIFICATION**

### **2.01 Certificant applications**

The Board may establish rules and procedures for the application for Certification with the BCRSP.

### **2.02 Certificant conditions**

#### **a) Classes**

Subject to the Articles, there shall be two classes of Certification in the BCRSP, namely, Class A – Practicing Certificants, and Class B – Non-Practicing Certificants.

#### **b) Certification as a Practicing Certificant**

Practicing Certificant status is available to those individuals who have received the CRSP designation or the CRST designation by successfully completing the registration requirements set out in subsection 2.02(c) and who maintain the annual renewal requirements.

#### **c) Registration requirements for Practicing Certificants**

To be eligible for Certification as a Practicing Certificant, an applicant must:

- i. in order to achieve the CRSP designation, be employed in a position that requires a minimum of fifty percent (defined as a minimum of 900 hours annually) of work time being spent in the occupational health and safety field, including
  - a. in a professional capacity,
  - b. as a consultant, or
  - c. in an educational role,for a minimum of four (4) continuous years at the time of application;
- ii. in order to achieve the CRST designation, be employed in a position that requires a minimum of 35 percent of work time being spent in the occupational health and safety field, including
  - a. in a professional capacity,
  - b. as a consultant, or
  - c. in an educational role;

- iii. be of good character and reputation;
- iv. satisfy the education, professional and experience requirements as determined from time to time by the Board;
- v. successfully complete the Board's prescribed examination(s);
- vi. have signed and have witnessed, the BCRSP's Rules of Professional Conduct; and
- vii. pay any fees as determined by the Board, including application and examination fees.

Application for registration shall be on the form(s) provided by the BCRSP.

#### **d) Practicing Certificant rights**

Each Practicing Certificant shall be entitled to receive notice of, attend and vote at all meetings of the Certificants.

#### **e) Certification as a Non-Practicing Certificant**

Certification as a Non-Practicing Certificant is available to those individuals who possessed a valid certificate of registration as a Practicing Certificant at the time of requesting reclassification and who are no longer employed either full or part time in occupational health and safety.

#### **f) Non-Practicing Certificant rights**

Subject to any express exceptions provided in the Act, Non-Practicing Certificants shall not be entitled to vote at a meeting of Certificants, or to serve as a Governor on the Board.

#### **g) Fundamental changes**

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Certificants is required to make any amendments to this section of the bylaws if those amendments affect Certificant rights and/or conditions described in paragraph 197(1).

### **2.03 Professional designation**

- a) Each Certificant who has met the requirements set out in Section 2.02(c)(i), (iii) (iv), (v), (vi) and (vii) shall be known as a Canadian Registered Safety Professional (CRSP)<sup>®</sup> / Professionnel en sécurité agréé du Canada (PSAC)<sup>®</sup> and shall be entitled to use the "CRSP/PSAC" designation.
- b) Each Certificant shall who has met the requirements set out in Section 2.02(c)(ii), (iii) (iv), (v), (vi) and (vii) shall be known as a Canadian Registered Safety Technician (CRST)/Technicien en sécurité agréé du Canada (TSAC) and shall be entitled to use the "CRST/TSAC" designation.

Non-Practicing Certificants may not hold themselves out as Practicing Certificants. They may state the time period in which they were practicing (example: CRSP held from 1988 through 2001) and must display "NP" or "Non-Practicing" in their title.

## 2.04 Registration renewal

In order to maintain membership, all Certificants must pay an annual renewal fee of an amount determined from time to time by the Board. A Certificant who fails to pay the annual renewal fee may, after being given sixty (60) days' notice, be suspended.

## 2.05 Reclassification

### a) Practicing to Non-Practicing

Practicing Certificants who are no longer employed either full or part time in occupational health and safety may request reclassification to Non-Practicing Certificant status.

Application for Non-Practicing status shall be on the prescribed form as set by the Board.

### b) Non-Practicing to Practicing

(i) Non-Practicing Certificants wishing to reclassify to Practicing Certificants status, must advise the Board in writing and include verification of full-time or part-time occupational health and safety employment along with a current position description.

Non-Practicing Certificants who have held that classification for five (5) or more years may be reclassified as Practicing Certificants if they

- i. apply on the prescribed form as set by the Board,
- ii. pay an application fee in an amount determined by the Board from time to time and published on the BCRSP website,
- iii. pay a re-examination fee, and
- iv. pass the Certification examination.

## 2.06 Termination of Certification

Certification by the BCRSP is terminated when:

- a) the Certificant dies;
- b) the Certificant resigns by delivering a written resignation to the chair of the Board or the Executive Director of the BCRSP in which case such resignation shall be effective on the date specified in the resignation;
- c) the Certificant's Certification is revoked in accordance with subsection 4.14(a) or is otherwise terminated in accordance with the Articles or bylaws;
- d) the Certificant's term of Certification expires; or
- e) the BCRSP is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of Certification, the rights of the Certificant, including any rights in the property of the BCRSP, automatically cease to exist. Certification cannot be transferred.

## **PART 3 – CONTINUOUS PROFESSIONAL DEVELOPMENT PROGRAM**

### **3.01 Participation in Continuous Professional Development Program**

All Practicing Certificants will participate in the Continuous Professional Development Program designed to monitor the validity of a Certificant's designation on a continual basis.

### **3.02 Continuous Professional Development Committee**

The Continuous Professional Development Program will be managed by a Continuous Professional Development Committee that is accountable to the Board.

The Continuous Professional Development Program policies and procedures shall be determined from time to time by the Board.

### **3.03 Referral to Professional Conduct Committee**

Practicing Certificants who do not complete their Continuous Professional Development Program submission by the prescribed deadline may, after being given at least 60 days' notice of the failure to comply, be referred to the Professional Conduct Committee.

If for any other reason, the Continuous Professional Development Committee believes that the Certificant may have engaged in Professional Misconduct, the Certificant may be referred to the Professional Conduct Committee.

### **3.04 Incapacity**

If the Continuous Professional Development Committee believes that the Certificant may be incapacitated, the Certification Maintenance Committee may inform the Executive Director.

### **3.05 Appeals**

Practicing Certificants appeals made under the Continuous Professional Development Program will be evaluated and determined by the Certification Maintenance Committee.

## **PART 4 – COMPLAINTS AND DISCIPLINE**

### **4.01 Application**

This section of the bylaws applies to Practicing Certificants and applies with necessary modifications to Non-Practicing Certificants.

### **4.02 Professional Conduct Committee composition**

The Professional Conduct Committee may sit in panels appointed by the Chair or Vice-Chair. Three members of the Professional Conduct Committee constitute quorum.

### **4.03 Complaints**

- (a) The Professional Conduct Committee shall investigate every complaint, including a complaint by a representative of the BCRSP, that a Certificant engaged in Professional Misconduct.
- (b) Despite paragraph (a),

- i. if at any time the Professional Conduct Committee concludes that the complaint would better be dealt with by another regulatory body or the courts, it shall, absent exceptional circumstances, postpone its investigation of the complaint until the other regulatory body or the court has dealt with the matter. The Professional Conduct Committee need not give reasons for this decision.
- ii. if at any time the complaint is deemed to be frivolous or vexatious or otherwise inappropriate to investigate, the Professional Conduct Committee may decide not to investigate or continue to investigate the complaint. The Professional Conduct Committee shall give reasons for this decision.
- iii. the Professional Conduct Committee may decide not to continue to investigate a complaint that is withdrawn. However, the withdrawal of the complaint does not affect the Professional Conduct Committee's authority to continue to deal with it.

#### **4.04 Mandatory reporting obligations**

Every Certificant who has reasonable grounds to believe that a Certificant has engaged in Professional Misconduct shall report the information to the Executive Director in writing within ten (10) days of obtaining the reasonable grounds unless,

- (a) the Certificant is aware that it has already been reported by another party, or
- (b) the Certificant is prevented by law from making the report.

Every Certificant who is convicted of a criminal offence or an offence under the health and safety legislation of any jurisdiction shall report every such event to the Executive Director in writing within ten (10) days after the event.

#### **4.05 Investigators**

The Professional Conduct Committee may appoint investigators, including persons employed by the BCRSP, for the purposes of subsection 4.03(a).

#### **4.06 Producing appointment**

Every investigator who exercises powers under this bylaw shall, on request, produce written proof of his or her appointment under section 4.05.

#### **4.07 Investigator's powers**

Unless it is not permitted by law, while conducting an investigation under this section an investigator may,

- (a) at any reasonable time, enter and inspect the business premises of the Certificant under investigation, other than any part of the premises used as a dwelling;
- (b) question and require the Certificant to provide information that the investigator believes is relevant to the investigation;
- (c) require the production from the Certificant of and examine any document or thing that the investigator believes is relevant to the investigation under the Certificant's control;



- (d) on giving a receipt for it, remove any document or thing under the Certificant's control that the investigator believes is relevant to the investigation for the purposes of making copies or extracts of any document or information, but the making of the copies or extracts shall be carried out with reasonable dispatch, taking into account the scope and complexity of the work involved in making the copies or extracts, and the document or thing shall afterwards be returned promptly to the Certificant from whom it was taken;
- (e) use any data storage, processing or retrieval device or system used in carrying on business on the premises that is under the control of the Certificant in order to produce a document in readable form; and
- (f) after notifying the Certificant first, request information from other regulatory bodies.

#### **4.08 Cooperation**

The Certificant must cooperate fully with the investigation including providing written consent for the obtaining of information held by or under the control of third parties, including other regulatory bodies and the Certificant's clients.

No Certificant shall obstruct an investigator executing his or her duties or withhold from him or her or conceal, alter or destroy any document or thing relevant to the investigation except as required by law.

#### **4.09 Decision of Professional Conduct Committee**

After notifying the Certificant of the complaint and giving the Certificant thirty (30) days to respond to the complaint in writing, the Professional Conduct Committee may do one or more of the following:

- (a) direct that the matter be referred, in whole or in part, to the Discipline Committee;
- (b) direct that the matter not be referred to the Discipline Committee;
- (c) provide written recommendations to the Certificant; or
- (d) take any action that it considers appropriate in the circumstances that is not inconsistent with the bylaws.

#### **4.10 Discipline Committee**

The Discipline Committee may sit in panels appointed by the Chair or Vice-Chair. One member of the Discipline Committee shall whenever possible be a member of the public, and may be the Public Member, unless there is a vacancy in the Public Member position or there is a conflict of interest. Three members of the Discipline Committee constitute quorum.

The Discipline Committee shall hear every matter referred to it by the Professional Conduct Committee.

#### **4.11 Hearing public**

A Discipline Committee hearing shall be open to the public unless there are special circumstances that outweigh the usual principle of open hearings.

#### **4.12 Parties**

The parties to a hearing under section 4.11 are the BCRSP and the Certificant who is the subject of the complaint.

#### **4.13 Procedure**

The Discipline Committee shall conduct its hearings in any matter that is just and fair and may issue Rules of Procedure and may give directions or rulings as to the procedure that shall be followed in a specific hearing.

#### **4.14 Possible orders where there is a finding of Professional Misconduct**

If, after a hearing, the Discipline Committee finds a Certificant engaged in Professional Misconduct the Committee may, do one or more of the following:

- (a) revoke the Certificant's Certification;
- (b) suspend the Certificant's Certification;
- (c) despite anything else in these bylaws, direct that a Certificant refrain from using any designation, term, title, initials or description authorized by the BCRSP;
- (d) issue a reprimand;
- (e) direct the Certificant to take any specified rehabilitative measure, including requiring the Certificant to successfully complete specified professional development courses or to seek specified counselling or treatment;
- (f) impose restrictions or conditions on the right of the Certificant to practise the profession while remaining a Certificant of the BCRSP;
- (g) direct that the imposition of a measure under this article be postponed for a specified period or on specified terms, including the successful completion of specified courses of study;
- (h) direct that the Certificant pay all or part of the costs and expenses of the BCRSP in investigating and prosecuting the complaint including the costs and expenses of the hearing;
- (i) direct that a failure to comply with the Committee's order shall result in the suspension of the Certificant's Certification until the Certificant complies; or
- (j) make any other order that is not inconsistent with the bylaws or the Act or Regulations that the Committee considers appropriate in the circumstances.

#### **4.15 Effect**

Unless the Discipline Committee orders otherwise, a final decision or order of the Discipline Committee under this section takes effect thirty (30) days after the date it is made unless it is appealed to the Appeals Committee, in which case the final decision or order is stayed unless the Appeals Committee directs otherwise.

#### **4.16 Preliminary suspension, restrictions**

At any time after a matter respecting a complaint against a Certificant is referred to it by the Professional Conduct Committee and before making a final decision or order, the Discipline Committee may order that the Certificant's

Certification be suspended, or be subject to any restrictions or conditions that the Committee may specify, pending the outcome of the hearing, if there are reasonable grounds to believe that to do otherwise may result in harm to the public.

#### **4.17 Appeals Committee**

A party to a proceeding before the Discipline Committee may appeal a final decision or order of the Discipline Committee to the Appeals Committee by filing with the Executive Director a Notice of Appeal in the form available from the Executive Director setting out the decision being appealed, the grounds for the appeal, the order sought and the other information requested on the form. The Executive Director need not process an appeal where the Notice of Appeal is incomplete within thirty days of the day the decision is released. Three members of the Appeals Committee constitute quorum.

#### **4.18 Parties to an appeal**

The BCRSP and the Certificant are parties to an appeal.

#### **4.19 Grounds for appeal**

The grounds of appeal are limited to a denial of natural justice or an error on the record of the decision of the Discipline Committee.

#### **4.20 Record for the appeal**

The Executive Director shall prepare at the expense of the person requesting the appeal sufficient quantities of the record of the decision under appeal for the parties and the Appeals Committee.

#### **4.21 Fresh evidence**

The Appeals Committee shall not permit additional or fresh evidence, other than evidence about the process followed by the Discipline 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 it would probably have an important influence on the result, and
- (c) it could not have been obtained by reasonable diligence at the time of the original decision.

#### **4.22 Form of appeal**

Unless the Appeals Committee concludes that the appeal is frivolous or vexatious or without merit, the Appeals Committee shall consider the appeal and shall adopt such procedures it considers fair in the circumstances including advising the Certificant that the appeal will be held through the exchange of documents only, by teleconference or in person.

#### **4.23 Notification**

The Executive Director shall notify the parties of the date, time, manner and, if necessary, location of the appeal and of the details of any requirements for steps that must be taken before the determination of the appeal, such as filing documents or written argument.

#### **4.24 Appeals proceedings public**

A proceeding before the Appeals Committee under this section shall be open to the public unless there are special circumstances that outweigh the usual principle of open hearings.

#### **4.25 Jurisdiction, powers of Appeals Committee**

The Appeals Committee shall hear the appeal and may,

- (a) make any decision or order that could have been made by the Discipline Committee;
- (b) order a new hearing, in whole or in part, before the Discipline Committee, including before a different panel of the Discipline Committee; or
- (c) dismiss the appeal.

#### **4.26 Effect of Appeals Committee decision or order**

A decision or order of the Appeals Committee under section 4.25 takes effect immediately after the decision is released, unless the Appeals Committee orders otherwise.

#### **4.27 Decision, order final**

A decision or order of the Appeals Committee under section 4.25 is final and is not subject to further review or challenge.

#### **4.28 Publication**

The decisions of the Discipline Committee and the Appeals Committee shall be published on the BCRSP website and shall include the name of the Certificant unless no finding has been made against the Certificant or the only order made or confirmed by the Committee is a reprimand.

#### **4.29 Reinstatement**

- (a) Except where otherwise specifically provided, any Certificant whose Certification is suspended for any reason may at any time prior to termination of Certification pursuant to section 2.06 (Termination), whether or not the condition giving rise to the suspension has been removed, apply to the Executive Director to have the suspension terminated.
- (b) Except where otherwise specifically provided, any person whose Certification in the BCRSP is terminated for any reason may at any time, whether or not the condition giving rise to the termination has been removed, apply to the Executive Director to be reinstated as a Certificant.
- (c) A Certificant who has been suspended or expelled as a result of a disciplinary decision may not apply for reinstatement until the suspension has been served or until at least one (1) year after the expulsion has been in effect.
- (d) Where, in the opinion of the Board, it is just and equitable or in the best interest of the BCRSP to do so; the Board may by resolution:

- i. terminate the suspension of any Certificant on such terms and conditions as the Board may determine; or
- ii. reinstate or readmit as a Certificant any person whose Certification has been terminated, on such terms and conditions as the Board may determine.

## **PART 5 – CAPACITY**

### **5.01 Mandatory report**

A Certificant has a duty to report to the Executive Director, without delay, any matter that may affect the capability of the Certificant to continue to fulfil the Certification requirements.

### **5.02 Investigation**

If the BCRSP receives information suggesting that a Certificant may be incapacitated, it may investigate the matter.

### **5.03 Capacity Committee review**

Following an investigation under section 5.02, the BCRSP may refer the matter to the Capacity Committee for a review to determine whether the Certificant is incapacitated. The Capacity Committee may sit in panels appointed by the Chair or Vice-Chair.

### **5.04 Parties**

The parties to a Capacity Committee review under section 5.03 are the BCRSP and the Certificant.

### **5.05 Conduct of review**

The Capacity Committee shall conduct its reviews in any matter that is just and fair and may issue Rules of Procedure and may give directions or rulings as to the procedure that shall be followed in a specific review.

### **5.06 Powers**

If the Capacity Committee determines that the member is incapacitated, the Committee may,

- (a) revoke the Certificant's Certification;
- (b) suspend the Certificant's Certification;
- (c) impose restrictions or conditions on the right of the Certificant to practise the profession while remaining a Certificant of the BCRSP; or
- (d) make any other order that is not inconsistent with the bylaws or the Act or Regulations that the Capacity Committee considers necessary to protect the public interest.

### **5.07 Reviews closed to public**

A review under section 5.03 shall be closed to the public and any decision or order of the Capacity Committee under section 5.06 shall not be published unless the Certificant who is alleged to be incapacitated requests otherwise and the Capacity Committee is satisfied that there are no special circumstances that outweigh the Certificant's preference.

## **5.08 Termination of Capacity Committee order**

A party to a Capacity Committee review may apply to the BCRSP to terminate or vary any order of the Capacity Committee under section 5.06 at any time prior to revocation of the Certificant's Certification.

## **5.09 Powers**

On an application under section 5.08, the Capacity Committee may terminate or vary an order made under section 5.06.

The Capacity Committee may, in disposing of an application by a Certificant under this section, fix a period of time not longer than six months during which the Certificant may not make a further application.

## **5.10 Appeal**

Sections 4.17 to 4.23 and sections 4.24 to 4.27 of these bylaws apply with necessary modifications to appeals of a decision or order of the Capacity Committee under section 5.06 or 5.09.

## **5.11 Appeals closed to public**

An appeal shall be closed to the public and any decision or order of the Appeals Committee under section 5.10 shall not be published unless the Certificant who is alleged to be incapacitated requests otherwise and the Appeals Committee is satisfied that there are no special circumstances that outweigh the Certificant's preference.

# **PART 6 – GOVERNING BOARD**

## **6.01 Duties and responsibilities**

The affairs of BCRSP shall be governed by a Governing Board, which shall supervise, control and direct all its activities. The Board may delegate to the Executive Director, any committee or officer any or all powers, duties and authority of the Board which the Act permits to be delegated. The Board may, from time to time, set policies as it sees fit.

## **6.02 Number of Governors**

The number of Governors, within the minimum and maximum numbers provided for in the Articles, shall be 10, provided that the Members are empowered to change by Ordinary Resolution, from time to time, the number of Governors within such minimum and maximum numbers or delegate those powers to the Governors. No decrease in the number of Governors shall shorten the term of an incumbent Governor.

## **6.03 Composition of the Board**

The Board shall consist of:

- (a) nine Practising Certificants who have received the CRSP designation; and
- (c) one Public Member

until the election of the Board at the Annual General Meeting held in 2020 after which:

the Board shall consist of:

- (a) eight Practising Certificants who have received the CRSP designation;

- (b) one Practising Certificant who has received the CRST designation; and
- (c) one Public Member.

#### **6.04 Eligibility**

A Certificant is eligible for election to the Board, if on the closing date of nominations and anytime up to and including the date of the election:

- (a) the Certificant is a Practising Certificant;
- (b) no findings have been made against the Certificant by a criminal court or by the Discipline Committee in the preceding three (3) years;
- (c) the Certificant is not subject to any order, direction, or term, condition and limitation of the Discipline Committee;
- (d) there are no outstanding and final fees, fines, or orders against the Certificant imposed by the BCRSP or any court or regulatory body; and
- (e) the Certificant has not been disqualified from the Board or a Committee of the BCRSP in the preceding three (3) years.

#### **6.05 Eligibility for election as Public Member**

Any individual is eligible for election to the Board as the Public Member if:

- (a) the individual is not and has never been a health and safety professional;
  - (b) has not been found guilty of a criminal offence or had findings of professional misconduct, incompetence or incapacity made against the individual by a body that governs a profession in the preceding three (3) years;
  - (c) there are no outstanding and final fees, fines, or orders against the individual imposed by any court or regulatory body;
  - (d) the individual is not a director, owner, board member, officer or employee of any safety professional advocacy association;
  - (e) the individual has not been disqualified from the Board or a Committee of the BCRSP in the preceding three (3) years;
  - (f) the individual is not a member of the Council or Board or of a Committee of any other safety profession regulatory body; and
  - (g) the individual has not been a member of the staff of the BCRSP at any time within the preceding three (3) years.
- the individual is a resident of Canada.

## 6.06 Advance notice of nominations

Subject only to the Act, only persons who are nominated in accordance with the following procedures shall be eligible for election as Governors of the BCRSP:

- (a) Nominations of persons for election to the Board may be made at any annual or special meeting of Certificants but only if the election of Governors is a matter specified in the notice of meeting.
- (b) In the case of an annual meeting of Certificants, written notice of the nomination must be given to the BCRSP not less than 21 and not more than 60 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than 30 days after the date on which the notice of the date of the annual meeting was given, notice may be made not later than the close of business on the 10th day following such notice. Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this paragraph (b).
- (c) In the case of a special meeting of Certificants (which is not also an annual meeting) called for the purpose of electing Governors (whether or not called for other purposes), written notice of the nomination must be given to the BCRSP not later than the close of business on the 15th day following the day on which notice of the date of the special meeting was made.
- (d) The notice of nomination must set forth:
  - i. the name, business address and Certification number of the person, and
  - ii. a statement as to whether the person meets all eligibility requirements established by the Act and these bylaws to be elected to the Board.
- (e) A candidate for election, whether nominated by the Nominations and Leadership Development Committee or otherwise, must have delivered to the BCRSP at the registered office of the BCRSP, not less than five (5) days prior to the date of the meeting of Certificants, a written representation and agreement (in the form provided by the BCRSP) that such candidate,
  - i. meets all eligibility requirements established by the Act and these bylaws to be elected to the Board; and
  - ii. if elected as a Governor of the BCRSP, will comply with all applicable conflict of interest, confidentiality, and other policies and guidelines of the BCRSP applicable to Governors and in effect during such person's term in office as a Governor (and, if requested by any candidate for nomination, the Secretary-Treasurer of the BCRSP shall provide such candidate for nomination all such policies and guidelines then in effect).
- (f) In no event shall any adjournment or postponement of a meeting of Certificants or the announcement thereof commence a new time period for the giving of notice as described in paragraphs (b) and (c) or the delivery of a representation and agreement as described in paragraph (e).



The Chair of the meeting of Certificants shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

### **6.07 Governors' terms**

Governors, with the exception of the Public Member, shall be elected for three (3) year terms on a staggered basis and may serve no more than two (2) consecutive terms.

The Public Member shall be elected annually for a one (1) year term, and may serve a maximum of six (6) consecutive terms.

To the extent permitted by the Act and the Articles, additional Governors may be appointed by the Board to serve a one (1) year term and may be reappointed annually by the Board. Governors so appointed may serve no more than six (6) consecutive years.

### **6.08 Meetings and notice**

Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board or any two (2) Governors at any time.

Observers, advisors, and Certificants may be permitted to attend and participate in Board meetings at the discretion of the Chair; however, they shall not be entitled to notice of or to vote at Board meetings and will not be counted in determining a quorum.

### **6.09 Notice of meeting**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in this bylaw to every Governor not less than 30 business days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Governors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

Unless the bylaw otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Governors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

### **6.10 Regular meetings**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Governor forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

## **6.11 Quorum**

Fifty percent plus one (50% + 1) of the Board shall constitute a quorum, and decisions shall be taken by simple majority vote.

## **6.12 Votes to govern**

At all meetings of the Board, every question shall be decided by a majority (50% plus one) of the votes cast on the question. In the case of an equality of votes, the motion shall be defeated.

Meetings of the Board shall be conducted using agreed upon rules of order reflecting best practices.

## **6.13 Remuneration**

Governors shall serve without remuneration, except that the Board may authorize reimbursement for necessary and reasonable out-of-pocket expenses in accordance with the BCRSP's policies incurred in connection with BCRSP duties.

## **6.14 Indemnification and insurance**

The BCRSP shall indemnify its present and former Governors and officers to the full extent permitted by the Act.

## **6.15 Vacancy**

The office of Governor shall be automatically vacated:

- (a) if the Governor resigns the office by delivering a written resignation to the Chair or Vice-Chair or Secretary-Treasurer of BCRSP.
- (b) if the Governor becomes ineligible to serve as a Governor in accordance with section 126 of the Act.
- (c) by ordinary resolution of the Certificants in accordance with section 130 of the Act.
- (d) on death of the Governor.

A Governor shall in no circumstance be disqualified or be required to vacate his or her office only because he or she becomes a Non-Practicing Certificant.

## **PART 7 – OFFICERS**

### **7.01 Appointment of officers**

The Board may designate the offices of the BCRSP, appoint officers, and specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the BCRSP. A Governor may be appointed to any office of the Corporation.

An officer may, but need not be, a Governor unless these bylaws otherwise provide. Two or more offices may be held by the same person.

The Chair shall not serve consecutive terms.

## **7.02 Number of officers**

Unless otherwise specified by the Board, the officers of the BCRSP shall be the Chair, the Vice-Chair, the Secretary, and the Treasurer.

## **7.03 Duties of officers**

Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers, the officers of the BCRSP, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a) The Chair shall be the Chief Executive Officer of the Corporation. The Chair shall preside at all meetings of the BCRSP and of the Board. The Chair shall oversee the general and active management of the affairs of the Corporation.
- b) The Vice-Chair shall, if the Chair is absent or unable or refuses to act, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be imposed by the Board.
- c) The Secretary shall attend and be the secretary of all meetings of the Board, Certificants and committees of the Board. The Secretary shall enter, or cause to be entered, in the Corporation's minute book, minutes of all proceedings at such meetings. The Secretary shall give, or cause to be given, as and when instructed, notices to Certificants, directors, the public accountant and members of committees of the Board and ensure the safety and accuracy of all Board records. The Secretary shall also perform such other duties as may from time to time be directed by the Board.
- d) The Treasurer shall monitor the funds and securities of the BCRSP, shall ensure that full and accurate accounts of all assets, liabilities, receipts and disbursements of the BCRSP are maintained in the books belonging to the BCRSP and shall deposit all monies, securities and other valuable effects in the name and to the credit of the BCRSP in such Canadian chartered banks or trust companies or, in the case of securities, with such registered dealers in securities as may be designated by the Board from time to time. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

## **7.04 Terms of office**

Subject to section 7.06, the term of office for the Chair and Vice-Chair is two (2) years or until such officer's successor is appointed upon the expiration of the officer's term, and the term of office for the Secretary and the Treasurer is one (1) year or until such officer's successor is appointed upon the expiration of the officer's term.

## **7.05 Vacancies**

Should the office of the Chair become vacant, it will in the usual course be filled by the Vice-Chair. In the event the Vice-Chair, the Secretary or the Treasurer position becomes vacant, it will in the usual course be filled by the Board from amongst its members until a successor is appointed.

## **7.06 Removal of officers**

An officer may, by resolution of the Board, be removed before the expiration of the officer's term. The removal of an officer is effective immediately unless otherwise provided by Board resolution.

# **PART 8 –MEETINGS OF CERTIFICANTS**

## **8.01 Annual meeting**

Subject to compliance with section 159 (Place of Certificants' Meetings) of the Act, meetings of the Certificants may be held at any place within Canada or virtually as determined by the Board or, if all of the Certificants entitled to vote at such meeting so agree, outside Canada.

## **8.02 Chair of meetings of Certificants**

The Chair of the Board will chair all meetings of Certificants. In the event of the Chair's absence, or inability or refusal to act, the Vice-Chair will assume the duties of the Chair. In the Vice-Chair's absence, or inability or refusal to act, the Board shall appoint a designate.

## **8.03 Notice of meeting of Certificants**

Notice of the time and place of a meeting of Certificants shall be given to each Certificant entitled to vote at the meeting by any one of the following means:

- (a) by mail, courier or personal delivery to each Certificant entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each Certificant entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Certificants is required to make any amendment to the bylaws of the BCRSP to change the manner of giving notice to Certificants entitled to vote at a meeting of Certificants.

## **8.04 Persons entitled to be present**

The only persons entitled to be present at a meeting of Certificants are Certificants, the Governors, officers, the Public Member, the Executive Director, and the public accountant of the BCRSP and such other persons who are entitled or required under any provision of the Act, Articles or bylaws of the BCRSP to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or by resolution of the Practicing Certificants.

## **8.05 Absentee voting at Certificant meetings**

### **(a) Voting by mailed-in ballot or electronic means**

Pursuant to section 171(1) (Absentee Voting) of the Act, a Certificant entitled to vote at a meeting of Certificants may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the BCRSP has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to the BCRSP without it being possible for the BCRSP to identify how each Certificant voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Certificants is required to make any amendment to the bylaws of the BCRSP to change this method of voting by Certificants not in attendance at a meeting of Certificants.

### **(b) Voting by proxy**

Any Practicing Certificant may be represented by proxy at annual and special general meetings of the BCRSP, provided such proxy shall be in writing in the form provided by the Chair. Certificants eligible to vote shall be provided with the proxy form at least 21 days before annual or special general meetings.

Proxies or notice of proxies held must be filed with the Secretary-Treasurer at least five days before the meeting takes place.

Pursuant to Section 197(1) of the Act, a special resolution of the Certificants (and if Section 199 applies, a special resolution of each class of Certificants) is required to make any amendment to the Articles or bylaws of the BCRSP to change this method of voting by Certificants not in attendance at a meeting of Certificants.

## **8.06 Quorum**

A quorum at any meeting of the Certificants (unless a greater number of Certificants are required to be present by the Act) shall be 50 Certificants entitled to vote at the meeting, in person or represented by proxy as verified by the Vice-Chair and/or Secretary-Treasurer.

If a quorum is present at the opening of a meeting of Certificants, the Certificants present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

## **8.07 Participation by electronic means at meetings of Certificants**

If the BCRSP chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Certificants, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this bylaw, any person participating in a meeting of Certificants pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the BCRSP has made available for that purpose.

## **8.08 Votes to govern**

At any meeting of Certificants every question shall, unless otherwise provided by the Articles or bylaws or by the Act, be determined by a majority of the votes cast on the question.

In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall have a casting vote.

## **8.09 Voting by Proxy or Electronic Means**

Where Certificants vote by proxy or by telephonic, electronic, or other communication facility, the following procedures apply:

- (a) Votes shall be collected by either
  - i. the Board,
  - ii. one or more persons appointed by the Board, or

- iii. a third party retained to conduct or facilitate the vote.

(b) Votes shall be counted by either

- i. the Board,
- ii. one more persons appointed by the Board, or
- iii. a third party retained to conduct or facilitate the vote, in which case the results

will be verified by the Board or by one or more persons appointed by the Board.

(c) The Board will verbally report the results of the vote at the next meeting of Certificants. Additionally, the Board will report or confirm the results

- i. to all candidates for election to the Board, within one (1) business day following the verbal report of the results, by mail, e-mail or telephone, and
- ii. to all Certificants, within thirty (30) calendar days following the verbal report of the results, by mail, e-mail or telephone, or by posting on the website of the BCRSP.

## **PART 9 – NOTICES, VALIDITY**

### **9.01 Method of giving notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of Certificants or a meeting of the Board, pursuant to the Act, the Articles, the bylaws or otherwise to a Certificant, Governor, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the BCRSP or in the case of notice to a Governor to the latest address as shown in the last notice that was sent by the BCRSP in accordance with section 128 (Notice of Governors) or 134 (Notice of change of Governors); or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary-Treasurer may change or cause to be changed the recorded address of any Certificant, Governor, officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary-Treasurer to be reliable. The declaration by the Secretary-Treasurer that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Governor or

officer of the BCRSP to any notice or other document to be given by the BCRSP may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

## **9.02 Invalidity of any provisions of this bylaw**

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

## **9.03 Omissions and errors**

The accidental omission to give any notice to any Certificant, Governor, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the BCRSP has provided notice in accordance with the bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **PART 10 – EFFECTIVE DATE**

### **10.01 Effective date**

Subject to the Articles, the Board may, by resolution, make, amend, or repeal any bylaws that regulate the activities or affairs of the BCRSP. Any such bylaw, amendment or repeal shall be effective from the date of the resolution of the Governors until the next meeting of Certificants where it may be confirmed, rejected, or amended by the Certificants by ordinary resolution. If the bylaw, amendment or repeal is confirmed or confirmed as amended by the Certificants it remains effective in the form in which it was confirmed. The bylaw, amendment or repeal ceases to have effect if it is not submitted to the Certificants at the next meeting of Certificants or if it is rejected by the Certificants at the meeting.

This section does not apply to a bylaw that requires a special resolution of Certificants according to subsection 197(1) (Fundamental Change) of the Act because such bylaw amendments or repeals are only effective when confirmed by Certificants.

## **PART 11 – TRANSITION**

### **11.01 Repeal**

The bylaws of the BCRSP existing immediately before these Bylaws take effect are repealed, provided that, subject to the Act, the repeal of such bylaws shall not affect their previous operation nor that of any rules or regulations made pursuant thereto or any right, privilege, liability or obligation acquired, accruing or incurred under the repealed bylaws or under any rules or regulations made pursuant thereto; and those Governors and officers in office upon the repeal of such bylaws may remain in office until the completion of their terms; and any investigation, proceeding or remedy relating to disciplinary matters arising previous to the coming into force of these Bylaws may be instituted, continued or enforced and any penalty, punishment or order may be imposed as if the repealed bylaws, rules and regulations had not been so repealed.

Subject to the Act, and unless otherwise expressly provided, the repeal of any of the provisions of these Bylaws or of any rules or regulations or polices or of any interpretation, explanatory note or opinion shall not affect their previous operation nor any right, privilege or obligation acquired, accruing or incurred under any such repealed provisions and any investigation, proceeding or remedy relating to disciplinary matters arising previous to the repeal of any such

provisions may be instituted, continued or enforced and any penalty or punishment may be imposed as if the said provisions had not been so repealed.

CERTIFIED to be Bylaw No 1 of the BCRSP, as approved by the Governors of the BCRSP by resolution on the 23<sup>rd</sup> day of August, 2013, adopted by the Certificants of the BCRSP by special resolution on the 17<sup>th</sup> day of October, 2013, and effective on the 13 day of January, 2014, and amended June 25, 2018.

Original Bylaws dated as of the 13 day of January 2014.

Amendment: June 25, 2018

Last amended June 29, 2020.

Approved by Certificants October 17, 2013

Amendment approved at AGM June 25, 2018

Amendment approved at AGM June 29, 2020

Filed with Industry Canada January 13, 2014

Amendment filed with Industry Canada August 13, 2018

Amendment filed with Industry Canada August 19, 2020

Continuance Granted January 13, 2014

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Approval Date	Change details	Rationale
<p>Governing Board Approval February 26, 2014</p> <p>AGM Approval June 20, 2014</p>	<p>Added section 8.09</p>	<p>Define vote by proxy procedure.</p>
<p>Governing Board Approval February 4, 2018</p> <p>AGM Approval June 25, 2018</p>	<p>Amended sections</p> <p>1.03 – updated with visual representation of logo</p> <p>2.02 – Certificant conditions modified to incorporate technician certification. Special resolution / approved June 25 2018 at AGM</p> <p>2.03 to accommodation changes in 2.02</p> <p>Part 3 – Updated name of CMP program to Continuous Professional Development (CPD)</p> <p>6.02, 6.03,</p> <p>To incorporate technician representation on the Board</p> <p>and renumbered all subsequent sections in 6.0</p> <p>8.09 clarified wording on c, i</p> <p>Part 11 removed transition language that no longer applies</p>	
<p>Governing Board Approval April 1 2020</p> <p>AGM Approval June 29 2020</p>	<p>Amended Section 7</p> <p>Changed officer terms and roles (separated secretary-treasurer into secretary and treasurer). Other language amended to reflect these changes.</p>	