

BY-LAWS OF PROFESSIONAL INVESTIGATORS' ASSOCIATION OF BRITISH COLUMBIA

ARTICLE 1 INTERPRETATION

- 1.1 In these By-Laws, unless the context otherwise requires:
- (a) "By-Laws" mean these by-laws, and "By-Law" means one of them;
 - (b) "Constitution" means the constitution of the Association from time to time;
 - (c) "Directors", "Board" or "Board of Directors" means the directors of the Association for the time being when acting as authorized by these By-Laws, and "Director" means one of them;
 - (d) "eligible proceeding" has the meaning ascribed to such term in the *Societies Act*;
 - (e) "*Interpretation Act*" means the *Interpretation Act* (British Columbia) from time to time in force and all amendments thereto and includes all regulations and amendments thereto made pursuant to that Act;
 - (f) "members" or "membership" means the Members, Associate Members and Honorary Members of the Association from time to time pursuant to these By-Laws, and "member" means one of them;
 - (g) "Registrar" means the Registrar of Companies of the Province of British Columbia, Canada;
 - (h) "Association" means the Professional Investigators' Association of British Columbia; and
 - (i) "*Societies Act*" means the *Societies Act* (British Columbia) from time to time in force and all amendments thereto and includes all regulations and amendments thereto made pursuant to that Act.
- 1.2 The definitions in the *Societies Act* and the definitions and rules of construction in the *Interpretation Act*, with the necessary changes, so far as applicable, and unless the context requires otherwise, apply to these By-Laws as if they were an enactment. If there is a conflict between a definition in the *Societies Act* and a definition or rule in the *Interpretation Act* relating to a term used in these By-Laws, the definition in the *Societies Act* will prevail in relation to the use of the term in these By-Laws. If there is a conflict between these By-Laws and the *Societies Act*, the *Societies Act* will prevail.

ARTICLE 2 MEMBERSHIP

- 2.1 There shall be three classes of membership: (1) Members; (2) Associate Members; and (3) Honorary Members.
- 2.2 Any individual licensed in the Province of British Columbia as a private investigator, a private investigator (Under Supervision), or a security consultant shall be eligible for membership in the Association as a Member by making an application for membership, paying all required dues and fees, agreeing to comply with the Constitution, By-Laws,

and Code of Ethics. Subject to By-Law 2.15, all Members are entitled to notice of, attend and vote at all general meetings.

- 2.3 The following individuals shall be eligible for Associate membership in the Association by making an application for Associate membership, paying all required dues and fees, agreeing to comply with the Constitution, By-Laws and Code of Ethics of the Association:
- (a) an investigator in Canada who is authorized in their role as an investigator by government legislation or government regulation in Canada and who is not a peace officer as defined in the *Criminal Code of Canada*;
 - (b) a person licensed in jurisdictions other than the Province of British Columbia as a private investigator, a private investigator under supervision, or a security consultant;
 - (c) a member in good standing with the Law Society of British Columbia or legal societies in other jurisdictions that the Board or Directors approve by majority vote;
 - (d) a person representing a service provider to the Association or its Members who the Board of Directors have agreed by majority vote to admit as an Associate Member.

Individuals admitted to the Association as an Associate Member may not vote and may not hold office in the Association but shall have all rights of personal appearance at meetings of members. Associate Members shall not be elected to any office or Board position in the Association. The number of Associate Members shall not exceed the number of Members.

- 2.4 The Board may from time to time confer honorary membership upon any individual who has performed some special service for the Association or for law enforcement or on behalf of the progress of criminal or civil investigation. Any Honorary Member shall not be deemed to be a voting member and may not hold office in the Association but shall have all rights of personal appearance and discussion at meetings of members. Honorary Members shall not be elected to any office or Board position in the Association.
- 2.5 All requests for membership in the Association must be made in the form prescribed by the Board of Directors or the Membership Committee from time to time.
- 2.6 The Board of Directors may require and consider additional information from an applicant under By-Law 2.2 and 2.3 pertaining to the application, including, but not limited to, information regarding qualification, licensing, competence or conduct of the applicant.
- 2.7 The Board of Directors may deny an application for membership for reasons of qualification, licensing, competence or conduct within five years of the application date by a majority vote of 75% or more of the sitting Board of Directors. An applicant who has been denied membership shall receive notice from the Association that his or her application has been denied, the reasons why, and shall be refunded his or her application fee. Applicants who have been denied

membership may not reapply for membership in the Association for a period of one year after their application was denied.

- 2.8 Any member may resign from membership effective upon filing a resignation in writing with the Secretary. The resignation of a member shall not become effective while a formal complaint(s) is pending against that member in accordance with the procedures elsewhere provided herein.
- 2.9 Each member of the Association agrees to be bound by and adhere to these By-Laws and Code of Ethics and amendments thereto, and to be bound by the lawful motions adopted by the Board or the members at a general meeting.
- 2.10 No member of the Association shall be personally or otherwise liable for any debts and/or obligations of the Association.
- 2.11 The annual dues for each class of membership of the Association shall be set and approved by the Board and ratified by the membership at a general meeting.
- 2.12 The first year's dues and fees as required shall accompany each application for any class of membership. Fees and dues will be pro-rated on a monthly basis for the first year of membership so that all future dues will become consistently due in keeping with the Association's fiscal year.
- 2.13 The membership year shall run from October 1 to September 30 of each year.
- 2.14 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the Association, and the member is not in good standing so long as the debt remains unpaid.
- 2.15 A member who is not in good standing may not vote at a general meeting of the Association and will not be counted in quorum.
- 2.16 A person will automatically cease to be a member:
 - (a) subject to By-Law 2.8, upon the date the Secretary receives the member's written resignation;
 - (b) upon being expelled in accordance with Article 9;
 - (c) upon his or her death; and
 - (d) upon having been a member not in good standing for six consecutive months.

ARTICLE 3 DIRECTORS AND OFFICERS

- 3.1 The Directors of the Association consist of:
 - (a) President,
 - (b) Vice-President;
 - (c) Immediate Past President;

- (d) Secretary;
- (e) Treasurer; and
- (f) up to five additional Directors.

3.2 In order to become, act or continue to act as a Director, a person must:

- (a) be qualified under the *Societies Act*;
- (b) be licensed as a fully qualified investigator by the licensing authority of the Province of British Columbia, and not under supervision;
- (c) have been a Member for at least one full calendar year.

If a Director ceases to be qualified as provided in this By-Law or ceases to be a Member, the Director thereupon ceases to be a Director and the vacancy so created may be filled by the Directors pursuant to By-Law 3.10.

3.3 While membership in this Association is unrestricted as to the number of Members from any given firm, only one Member of any given firm may hold elected office as a Director of this Association at any time.

3.4 For the Directors, other than the Vice-President, the President and the Immediate Past President, the term of office will be:

- (a) subject to Paragraph (b) below, two years, to expire at the conclusion of the second annual general meeting following election, or, if no successor is elected at the annual general meeting, to expire when a successor is elected;
- (b) the Directors may determine that some or all vacant positions of Directors will have a different term of office, provided that a term cannot be longer than three years following a Director's election.

3.5 The term of office for the Vice-President, the President and the Immediate Past President will be:

- (a) subject to Paragraph (b) below, one year, to expire at the conclusion of the first annual general meeting following election or succession to such position;
- (b) the Directors may extend the terms of office for the existing Vice-President, President and Immediate Past President by one additional year.

3.6 The Directors shall be elected or succeed to their positions as follows:

- (a) at each annual general meeting, except for the Vice-President, President and Immediate Past President, the number of Directors equal to the number of Directors retiring plus any vacancies then outstanding will be elected;
- (b) at each annual general meeting where the Vice-President is becoming the President, the Vice-President will be elected;
- (c) at the close of the annual general meeting at the end of the Vice-President's term, the Vice-President will automatically become the President;

- (d) at the close of the annual general meeting at the end of the President's term, the President will automatically become the Immediate Past President.
- 3.7 An election may be by acclamation, otherwise it will be by secret ballot. If the election is by secret ballot, candidates will be deemed to be elected in the order of those candidates receiving the most votes.
- 3.8 The nomination process for the election of Directors is as follows:
- (a) candidates for office may be nominated by the Nominating Committee and from the floor at the meeting;
 - (b) a nominee may accept or reject his or her a nomination at any time between the time such nomination is made and the time of the election;
 - (c) all nominees for positions on the Board of the Association must be a Member;
 - (d) there shall be no soliciting for any office save and except a statement to the annual general meeting as to why a nominee wants to serve in that position.
- 3.9 In order for an individual's election as a Director to be valid, the individual must have either consented in writing to be a Director, or was present at the meeting at which his or her election occurred and did not refuse, at the meeting, to be a Director.
- 3.10 The Directors may at any time and from time to time appoint an individual as a Director to fill a vacancy in the Directors, and such individual will hold office for the remainder of the Director's term of that he or she replaced.
- 3.11 The Members may by special resolution remove a Director, before the expiration of his or her term of office, and may elect a successor by ordinary resolution to complete the term of office.
- 3.12 The Directors may by a resolution of at least two-thirds of the Directors present at a meeting remove a Director before the expiration of his or her term of office. Notice of the proposed expulsion must be provided to the Director at least two business days in advance of the meeting, including reasons. The Director must be given a reasonable opportunity to make representations to the Directors respecting the proposed expulsion. Notice of the meeting must be sent to each Director and must include the proposed expulsion on the agenda.
- 3.13 A person will automatically cease to be a Director:
- (a) upon the date the Association receives the Director's written resignation at the registered office of the Association;
 - (b) upon ceasing to be qualified as a Director under By-Law 3.2;
 - (c) upon being absent at three consecutive meetings of the Board of Directors, unless his or her absence has been excused by the Board of Directors;
 - (d) upon his or her removal; and
 - (e) upon his or her death.

- 3.14 Officers and Directors of the Association shall serve without compensation for their time; however, the Members may authorize the issuance of an honorarium to a Board member if special circumstances exist.

ARTICLE 4 PROCEEDINGS OF DIRECTORS

- 4.1 The Directors may exercise all powers and do all the acts and things that the Association may exercise and do, and which are not by these By-Laws or by statute or otherwise lawfully directed or required to be exercised or done by the members in a general meeting, but subject, nevertheless, to the provisions of:

- (j) all laws affecting the Association;
- (k) these By-Laws; and
- (l) any rules, not being inconsistent with these By-Laws and the Constitution, which are made from time to time by the Association in a general meeting.

No rule, made by the Association in a general meeting, will invalidate a prior act of the Directors that would have been valid if that rule had not been made.

- 4.2 The Board shall perform all duties set forth in the By-Laws and such other duties as are normally incidental to Boards of Directors.
- 4.3 The Board of Directors shall hold regular meetings as required to conduct the normal business of the Association.
- 4.4 A majority of Board members shall constitute a quorum at any meeting of the Board.
- 4.5 All Board meetings of the Association shall be open to the members of the Association and any member shall be permitted to attend any meeting of the Board, except as otherwise provided. The Board may retire to an *in camera* meeting, which is not open to the members, to discuss a matter of discipline, membership or litigation.
- 4.6 Any meeting of the Board may be held, or any Director or person entitled to attend any meeting of the Board may attend, by telephone or other communications medium as long as all the Directors or persons participating in the meeting are able to communicate with one another. All such Directors or persons so participating in any such meeting will be deemed to be present in person at the stated location of such meeting and will be entitled to vote in a manner that adequately discloses their intentions.
- 4.7 Subject to the *Societies Act*, the Association must indemnify and hold harmless any and all individuals who is or was a Director, Officer or senior manager of the Association, and his or her heirs and personal or legal representatives, against all penalties to which such person is or may be liable and, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by such person in respect of that proceeding.
- 4.8 The Association shall purchase and maintain insurance coverage for Directors and Officers' liability and the cost of this coverage shall come from general revenue of the Association.

- 4.9 The Board shall have the power to propose changes to the By-Laws and Code of Ethics of the Association. Changes to the By-Laws and Code of Ethics of the Association may only be made by a special resolution passed at a general meeting of the Association.
- 4.10 In order to carry out the purposes of the Association the Directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

ARTICLE 5 DUTIES OF OFFICERS

5.1 PRESIDENT

- (a) The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the Association, including Board Meetings. The President, along with the Board of Directors, shall exercise general supervision over the business affairs, interests and welfare of the Association in accordance with its purposes and objectives.
- (b) The President shall appoint all Standing Committees and such Special Committees as the President deems necessary. The President shall be an official member of each committee. The President shall not act or be Chairperson of any committee.
- (c) The President shall appoint a Sergeant at Arms and Election Tellers.
- (d) The President shall call special meetings of the Board upon the written request of any two members thereof, which written request specified the reason that meeting is to be called, and, subject to the *Societies Act*, the President shall call special general meetings of the Association at the written request of ten percent of the Members thereof, which written request specified the reasons for that meeting.
- (e) The President shall sign all Membership Certificates.
- (f) The President shall perform such other duties as are incidental to the office of President. The President may assign such of his or her duties, as he or she deems necessary and appropriate to the Vice-President, and/or other Officers and Directors of the Association.

5.2 VICE-PRESIDENT

- (a) The duties of the Vice-President shall be to assist the President in the performance of his/her duties and shall perform any and all duties specifically delegated to the Vice-President by the President.
- (b) In the event of the death, resignation, removal suspension or incapacity of the President, the Vice-President shall assume and exercise the duties of the President for the un-expired portion of his or her term.

5.3 SECRETARY

- (a) The Secretary shall keep the records of the Association and shall take Minutes at Association meetings as set forth in these By-Laws.
- (b) The Secretary shall make a report to the membership of the Association on the activities of the Board at each Annual General Meeting.

5.4 TREASURER

The Treasurer shall keep the financial records, including accounting records, of the Association and shall handle the funds of the Association as directed by the Board of Directors and shall issue financial reports as required by the *Societies Act* and the Board of Directors. The Treasurer shall file the required tax returns in accordance with the *Income Tax Act* (Canada) and shall file the annual reports with the Registrar.

ARTICLE 6 APPOINTMENTS AND COMMITTEES.

- 6.1 The President shall designate a Chairperson for each of the Standing Committees and Special Committees as approved by the Board.
- 6.2 The Standing Committees of the Association shall be as follows:
 - (a) Membership
 - (b) Communications and Technologies
 - (c) Industry Relations
 - (d) Strategic Liaison
 - (e) Professional Development
 - (f) Events
 - (g) Ethics
- 6.3 The Chairperson of each Standing and Special Committee shall make a report to the membership at the annual general meeting, and a copy of that report shall be submitted to the Secretary.
- 6.4 There shall be a Conference Committee appointed by the Board, which shall be responsible for the selection and administration of the annual general meeting.

ARTICLE 7 REGIONAL CHAIRS

- 7.1 The Board may appoint a Regional Chair for each of the four regional areas of the Province of British Columbia:
 - (a) Vancouver/Lower Mainland Vancouver Island
 - (b) Vancouver Island
 - (c) Northern Region

(d) Okanagan/Interior

ARTICLE 8 MEMBERSHIP MEETINGS

- 8.1 The Association shall hold an annual general meeting at least once in every calendar year. The Association may hold other meetings as deemed necessary by the Board of Directors.
- 8.2 All general meetings of the Association shall be open to the membership of the Association and any member shall be permitted to attend any general meeting of the Association.
- 8.3 The Association shall send notice to all members of the date, time and place of each general meeting.
- 8.4 Notice of a general meeting must include the text of any special resolution to be submitted to the meeting.
- 8.5 Ten percent of the total Members of the Association at the time shall constitute a quorum at any general meeting of the Association.
- 8.6 No business, other than the election of a Chairperson, if the President or Vice-President is not present, and the adjournment or termination of the meeting, will be conducted at a general meeting at a time when a quorum is not present.
- 8.7 Voting will be by a show of hands, an oral vote or another method that adequately discloses the intention of the Members, except that if, before such a vote, one or more Members requests a secret ballot or a secret ballot is directed by the Chairperson of the meeting, voting must be by a secret ballot.
- 8.8 Voting by proxy will not be permitted.
- 8.9 Any general meeting of the Association may be held, or any member may participate in any general meeting of the Association, by telephone or other communications medium as long as all the members are able to communicate with one another. All such Members, Associate Members, Honorary Members so participating in any such meeting will be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing By-Laws, will be entitled to vote in a manner that adequately discloses their intentions.
- 8.10 For the purposes of determining which members are entitled to notice of or to vote or to be counted in quorum at general meetings, the record date is the date on which the notice of meeting is sent to the members.

ARTICLE 9 DISCIPLINE

9.1 FORMAL COMPLAINT SECTION.

Any person may file a formal complaint against any member for the following reasons:

- (a) violations of the Constitution and/or By-Laws.

- (b) violations of the Code of Ethics.
- (c) breaches of professional conduct.
- (d) actions which could bring discredit on the Association.

9.2 All complaints must be made in writing and directed to the Secretary or the Vice-President. Complaints must contain a complete set of facts, all available documentation, a list of witnesses with contact details where possible and any other supporting information or evidence that would enable the Association to reasonably be able to undertake an investigation into the complaint. Upon receipt of a complaint by either of the mentioned Officers, the Ethics Committee shall be notified. The committee shall investigate the complaint unless it falls under one of the exceptions in this Article in which case it will refer the matter to the Board before proceeding.

9.3 The Board may decline or defer an investigation where:

- (a) the complaint does not provide the Board with the required information within a reasonable time;
- (b) there is a police investigation, until such time as it has proceeded to the extent that the Association could investigate the complaint without compromising or interfering with the police investigation;
- (c) there is a civil action related to the complaint, until such time as the civil action is resolved;
- (d) the complaint, in the Board's opinion, is frivolous or vexatious;
- (e) the Board believes there is an appropriate alternative course of action available to the complainant that does not compromise the Association's interests; or
- (f) the substance of the complaint is more than two years old, except where the investigation has been deferred under (b) or (c).

The complainant will be notified where the Board decides not to investigate or where there is a change in status under (b) or (c) that permits the Board to follow through on a complaint.

9.4 Following the appointment of the said Ethics Committee, the Chairperson of that committee shall immediately notify the member concerned and then begin the investigation. After completing interviews with the complainant and others whom may have knowledge of the matter, the investigating committee shall present the matters to the member concerned and give that member the opportunity to answer the complaint.

9.5 Following investigation these charges may be rejected, without further recourse, by a majority vote of that committee, or should the Ethics Committee sustain these charges, the matter shall then be referred to the Board for final determination. After submission of all documents and formal findings of fact, all parties and witnesses shall be notified of the date of the hearing by the President. Following the hearing and review of the matter by the Board, a decision shall be made as to whether this is a "founded" or "unfounded" complaint. In the event of an unfounded complaint, the matter shall be dismissed. In the event the complaint is founded, the Board may take whatever disciplinary action it sees fit unless the Sanction Guidelines that have been approved by majority vote of the

Board of Directors, including revocation of membership in the Association. A decision of a founded complaint and the steps taken by the Board shall then be reported to the general membership forthwith. The decision of the Board is by majority vote.

- 9.6 A member who is subject to disciplinary action and whom the Board disciplines may appeal the Board's decisions to the general membership at the next Annual General Meeting, and after the Board decision of the matter is explained to the membership, the member may present his or her argument. The membership shall then be asked to accept or reject the Board's action on the matter. The decision of the membership is by majority vote.
- 9.7 If an Officer or member of the Board is a party to any proceeding involving complaints made by him/her or against him/her, he/she shall be disqualified from participating therein as such Officer or member and the President of the Association shall appoint a Member at large in his/her place for these proceedings, unless otherwise provided for in these By-Laws.
- 9.8 Any member expelled from the Association for any reason may reapply for membership after one year in writing to the Board. The Board may consider the application using the Board Sanction Guidelines in effect at the time of the application.
- 9.9 Any member of the Association whose membership is terminated for any reason whatsoever, consistent with the By-Laws, shall forfeit any and all interest in and to any and all property belonging to the Association and to all other rights, privileges and prerogatives of membership in the Association.

ARTICLE 10 PROCEEDINGS AT GENERAL MEETINGS

- 10.1 The order of business at general meetings shall be as follows:
 - (a) Call to order.
 - (b) Roll call.
 - (c) Appointment of Special Committees and Sergeant at Arms.
 - (d) Adoption of rules of order.
 - (e) Reading of minutes of previous meeting.
 - (f) Address by President.
 - (g) Report by Vice-President.
 - (h) Report of Secretary.
 - (i) Report of Treasurer.
 - (j) Report of Standing Committees.
 - (k) Report of Special Committees.
 - (l) Unfinished business.

- (m) New business.
 - (n) Election of Directors and Officers.
 - (o) Appointment of the auditor, if any.
 - (p) Adjournment.
- 10.2 Every member when speaking or offering a motion shall rise in his or her place, address and be recognized by the Chairperson, giving his or her name and city, and when finished shall resume his or her seat. While speaking on a subject he or she shall confine himself or herself to the question under debate, avoiding all personalities and indecorous language and actions.
- 10.3 No member of the Association shall be allowed to speak more than once on a subject, until all members who desire to speak on the subject have done so and then not unless and until recognized by the Chairperson.
- 10.4 Any person who is not a member of the Association shall not be admitted to any meeting during a session except by invitation of the Chairperson, approved by a majority vote of the Members present.

ARTICLE 11 EMBLEM

- 11.1 The official emblem, as shown below in these By-Laws, of the Association may be used by members on stationery and advertising for the purpose of identifying themselves as members of the Association.



ARTICLE 12 AUDITOR

This Article applies only where the Association is required by the *Societies Act* to have, or has resolved to have, an auditor:

- 12.1 At each annual general meeting, the members will appoint an auditor to hold office until the close of the annual general meeting following the appointment, or, if the auditor is not re-elected and no successor is appointed at the annual general meeting, until a successor is appointed.
- 12.2 Subject to By-Law 12.3, if there is a vacancy in the office of auditor, the Directors may appoint an auditor to hold office until the close of the next annual general meeting.
- 12.3 The members may by ordinary resolution remove an auditor before the expiration of the auditor's term of office at a general meeting called for that purpose, and must appoint a

successor by ordinary resolution to complete the term of office. At least 14 days before the notice of meeting is sent, the Association must send to the auditor:

- (a) notice of the intention to call the meeting, including the date on which the notice of meeting is proposed to be sent; and
- (b) a copy of all of the matters proposed to be sent to the members regarding the meeting.

If the Association receives written representations from the auditor respecting the auditor's proposed removal and receives those representations at least seven days before the date on which the notice of meeting is sent, the Association must include those representations with the notice of meeting.

12.4 The auditor is entitled:

- (a) to notices of general meetings and other communication relating to meetings to which members are entitled,
- (b) to attend general meetings, and
- (c) to be heard at general meetings on any part of the business of the meeting that deals with the financial statements of the Association or any other matter with respect to which the auditor has a duty or function.

ARTICLE 13 REGISTERED OFFICE, RECORDS AND DOCUMENTS

13.1 The address of the registered office of the Association shall be at a location chosen by the Board of Directors from time to time and as reported to the Registrar.

13.2 The records of the Association will be open to the inspection of the Directors. Subject to the *Societies Act*, the following records of the Association will be open to the inspection of the membership:

- (a) the Association's certificate of incorporation;
- (b) each certified copy, furnished to the Association by the Registrar, of the Constitution, the By-Laws, and the statement of Directors and registered office of the Association;
- (c) each confirmation, other certificate or certified copy of a record furnished to the Association by the Registrar, other than in response to a request;
- (d) a copy of each order made in respect of the Association by any court or tribunal, or a federal, provincial, or municipal government body, agency or official;
- (e) the Association's register of Directors including contact information provided by each Director;
- (f) each written consent to act as Director and each written resignation of a Director;
- (g) a copy of every record evidencing a disclosure of a conflict of interest by a Director or senior manager;

- (h) the Association's register of membership including contact information provided by each Member, Associate Member and Honorary Member;
 - (i) Directors' minutes of meetings and written resolutions, except for minutes of meetings held, or resolutions passed, *in camera*;
 - (j) members' minutes of meetings and written resolutions; and
 - (k) the financial statements of the Association and the auditor's report, if any, on those financial statements.
- 13.3 The following records of the Association will be open to the inspection of the membership as determined at the discretion of the Directors:
- (a) Directors' minutes of meetings held, and written resolutions passed, *in camera*; and
 - (b) adequate accounting records for each of the Association's financial years, including a record of each transaction materially affecting the financial position of the Association.
- 13.4 Documents requiring execution by the Association may be signed by:
- (a) the President, together with any other Officer; or
 - (b) any two Directors,

and all documents so signed will be binding upon Association without any further authorization or formality. The Directors may appoint any officer or any person on behalf of the Association to sign documents generally or to sign specific documents.

ARTICLE 14 NOTICES TO MEMBERS

- 14.1 All notices to members shall be in writing to the address recorded with the Secretary and may be sent by delivery, electronic means (which includes email) or mail.
- 14.2 When notice is sent by the following means, that notice is deemed to have been given at the following times:
- (a) if delivered, at the time of delivery;
 - (b) if sent electronically, at the time of sending the message; and
 - (c) if sent by mail, the day (Saturdays, Sundays and holidays exempted) following the date of mailing.

ARTICLE 15 NOT FOR PROFIT AND MEMBER-FUNDED STATUS

- 15.1 The activities of the Association will be carried on without purpose of gain for its members and any income, profits or other accretions to the Association will be used in promoting the purposes of the Association.

- 15.2 Before the dissolution of the Association or on the liquidation of the Association and after payment or adequate provision for payment of all of the Association's liabilities is made, the remaining money or other property of the Association may be distributed as follows:
- (a) to one or more non-profit organizations or registered charities with similar purposes to the Association specified in an ordinary resolution of the members, or if passing such a resolution is not feasible, specified in a Directors' resolution;
 - (b) to one or more other recipients, which may include one or more class of members of the Association, specified in an ordinary resolution of the members, or if passing such a resolution is not feasible, specified in a Directors' resolution, provided that any distribution to the members of the Association may not include any accumulated income on hand or surpluses funded by the income of the Association.

**ARTICLE 16
CODE OF ETHICS**

**CODE OF ETHICS AND PROFESSIONAL CONDUCT
OF THE
PROFESSIONAL INVESTIGATORS' ASSOCIATION OF BRITISH COLUMBIA (P.I.A.B.C.)**

PREAMBLE

The Professional Investigator's Association of British Columbia has adopted a Code of Ethics and Professional Conduct developed by the Association. The PIABC Code of Ethics provides rules and principles of professional conduct and ethics by which members will conduct themselves in discharging their professional duties and responsibilities. Any member who contravenes any of these rules and /or principles shall be accountable to the Ethics Committee and the Board of Directors of the Association. PIABC members shall be mindful of their responsibilities to the Private Investigation Profession and shall carry on their work with fidelity to clients or employers, with fairness to employees and with loyalty to the Association, in a manner worthy of a Professional Investigator.

RULES FOR PROFESSIONAL CONDUCT

A. RESPONSIBILITIES TO ASSOCIATION

1. DISCREDIT

Members shall not knowingly misrepresent themselves, their duties, or credentials to the Association or their clients. Members shall conduct their businesses with honesty, integrity, and uphold the highest ethical principles and avoid conduct detrimental to the profession. Members shall guard their professional reputations and that of their professional associates. Members shall at all times uphold the Constitution, By-Laws, and the Code of Ethics of the Professional Investigators' Association of British Columbia.

2. UNLAWFUL ACTIVITY

Members shall not engage in any unlawful or unethical practice. The member shall refuse to participate in practices that are inconsistent with the standards established by regulatory bodies regarding the delivery of services to clients. Members in all cases shall counsel against any illegal or unethical course of action.

3. CRITICISM OF A MEMBER

Members directing any discussion and comments, or criticism toward a fellow member/ investigator/ security professional or organization shall do so in a positive and constructive manner. When asked to comment on current or past matters that are or have been managed by another investigative member or firm, the member, if he/she believes that the situation was handled wrongly or badly, shall not make any comments of a questionable or derogatory nature toward the handling member before speaking with that member and giving that member an opportunity to respond.

4. REPORTING ACTS DETRIMENTAL TO THE PROFESSION

A member shall report to the Association any situation of which the member has sufficient personal knowledge and which the member thinks may be detrimental to the profession.

5. COMPATIBLE ACTIVITIES

A member may engage in any profession, trade, industry, office or duty except where these undertakings are detrimental to the public good or to the standards of the profession.

B. TRUST AND DUTIES

1. CONFIDENTIALITY

Members shall not disclose or use any confidential information concerning the affair of any client, former client employer, or former employer. Members shall treat as confidential and safeguard privileged communication and information that is obtained in the course of practice. Professional files, reports and records shall be maintained under conditions of security, and provision shall be made for their return to the client or their destruction when appropriate. A member is not forbidden to disclose the employers'/clients' affairs where properly acting the course of the duties incumbent on a member, or where disclosure is compelled by a process of law.

2. CONFLICT OF INTEREST

A member shall, when providing services on behalf of a client or employer, be free of any influence, interest or relationship in respect of the client's affairs which impairs the members' professional judgment or objectivity, or which, in the view of a reasonable observer, may have that effect.

3. RESOLUTION OF CONFLICT OF INTEREST

Upon becoming aware that a conflict of interest exists, a member shall either eliminate the circumstances that cause the member to be in contravention or resign from the engagement.

4. INFORMATION USED FOR PERSONAL ADVANTAGE

A member shall not, without an employer's or client's consent, use confidential information relating to the business of the member's employer or client to directly or indirectly obtain a personal advantage.

C. DUE CARE AND PROFESSIONAL JUDGEMENT

1. COMPETENCE

The member shall render only those services that the member is competent and qualified to perform. A member shall not promise or offer services or results he/she cannot deliver or has reason to believe he/she cannot provide.

2. PROFESSIONAL DEVELOPMENT

The member should maintain technical competency at such a level that the recipient receives the highest quality of service. It is further the member's duty to avail himself or herself of opportunities to learn more about his or her profession.

3. TERMS OF ENGAGEMENT

Members, where required, shall carry professional liability insurance for their own protection and the protection of affected third parties. Members shall not undertake to counsel on legal issues.

D. DECEPTIVE INFORMATION

1. KNOWN OMISSION

Members shall make all his/her reporting based upon truth, fact and observation to the best of his/her abilities and belief.

2. Members shall not purposely alter Video or any other evidence to exaggerate or misrepresent the information obtained during the course of their investigation.

E. PROFESSIONAL PRACTISE

1. ADVERTISING

A member shall not seek to obtain clients by advertising, or other form of solicitation that is false or deceptive, includes the use of harassing conduct, creates an unjustified expectation of favorable results or contains self-laudatory statements that are not verifiable.

2. CONTRACTING TO OTHER MEMBERS

All services shall be provided in a timely fashion and shall respond to the purpose of the referral. All business members accepting assignments from other members are forbidden to contact the client directly, unless specifically instructed to do so. Members are responsible for all proper fees and expenses incurred by another member agency for work undertaken under his/her instructions. Members will under-take to pay promptly for services rendered by another member agency in accordance with their written agreement.

F. RESPONSIBILITIES TO THE PROFESSION

1. COMPLIANCE

Under the By-Laws a member shall comply with the By-Laws and the Code of Ethics and Professional Conduct of the Association as amended from time to time, and with any order or resolution of the Board or its committees.

2. DISCIPLINARY ACTION

A member shall be subject to disciplinary action for any offence which constitutes a breach of professional conduct.

3. MEMBERSHIP OBTAINED FRAUDULENTLY

A member shall not obtain admission to membership by means of fraud or other irregularity. A member shall notify the Association immediately regarding a person who has obtained membership by means of fraud or other irregularity.

4. LEGAL ACTION AGAINST A MEMBER

When possible, a member shall, before entering into a legal action against another member which might discredit the profession, give the Association as much notice as is possible of such an intention, outlining the basis of the proposed action.

5. ASSISTANCE TO THE BOARD

Members shall, when required, comply with the request of the Board, or its committees in the exercise of their duties in matters of the By-Laws, or the Code of Ethics and Rules of Professional Conduct. And when required, produce any documents in the member's possession, custody, or control, subject to rules governing confidential information described in Section B (1).

6. PUBLIC STATEMENTS

Members shall not make public statements or comments, which may be interpreted, as representing the Association or its views, except when authorized to act as an "official spokesperson" for the Association.