

CANADIAN COUNCIL OF INDEPENDENT LABORATORIES

POLICIES

PART I - INTRODUCTION AND INTENT

OBJECT

- 1.1 The Canadian Council of Independent Laboratories is a professional association of independent consulting, inspection and testing firms, concerned with pursuing the objectives outlined under Part 2 of these Policies.

POLICIES & BYLAWS

- 1.2 These Policies shall be read in conjunction with but subordinate to the By-Laws of the Canadian Council of Independent Laboratories.

INTERPRETATION

- 1.3 The National Office or the National Board of Directors (“Directors”) should be contacted in all matters pertaining to the interpretation of the National By-Laws and Policies.

PART 2 - PRINCIPLES & CODE OF ETHICS

DECLARATION

- 2.1 The Canadian Council of Independent Laboratories (“Corporation”) in setting forth its Declaration of Principles and Ethics of Professional Conduct has as its purpose a desire:
- a) to raise the scientific standard of commercial laboratories and thereby attract a larger proportion of the best intellects concerned with and involved in the field of natural and applied sciences and assure the supply of trained scientists, engineers and technicians is adequate to service the growing industrial and professional needs of Canada;
 - b) to encourage original research and development, to maintain high standards in the commercial laboratory field, and to enhance the usefulness of the commercial laboratories to the public;
 - c) to protect the public by encouraging commercial laboratories to attract trained scientists, engineers and technicians in order that such commercial laboratories be consulted with confidence;

- d) to study and evaluate the challenges connected with the work of commercial laboratories and advise its members and their clients on just and equitable fees for professional services rendered;
- e) to advise its members, which members are specialized in various and different phases of the scientific field, and their clients, the ways and means of rendering a most efficient service for the solution of their respective problems;
- f) to co-operate with government and social agencies in the establishment of standards or by-laws in the public interest;
- g) to maintain a Code of Ethics to safeguard the interest of its members and their clients;
- h) to encourage laboratory accreditation and to offer laboratory certification programs where appropriate;
- i) to establish scholarships, medals and prizes;
- j) to provide for the delivery and holding of lectures, exhibitions, public meetings, classes, examinations and conferences, which directly or indirectly benefit or advance the works, aims and objects of the Corporation;
- k) to raise money by gifts, donations and subscriptions; and
- l) to conduct social and economic surveys for the benefit of member commercial laboratories and their clients.

CODE OF ETHICS

2.2 All member companies and their employees shall maintain the spirit and ideals of the following stated principles of conduct, and consider them essential to the profession or work in which they are engaged:

- a) A member shall act primarily in the public interest at all times and shall neither act nor induce others to act in a way which may affect unfavourably the practice of their profession, the community or the Corporation.
- b) A member shall adhere to the highest standards of honesty, accuracy, and trust and shall not knowingly disseminate false or misleading information.

- c) A member shall protect the confidence of present, former and/or prospective clients.
- d) A member shall not represent conflicting or competing interests without the express consent of those concerned, given after a full disclosure of the facts.
- e) A member shall allow its principals and staff to sign or seal only those plans, specifications or reports actually made by them or under their personal supervision and direction.
- f) A member shall conduct itself toward other members and the Corporation with courtesy and good faith and shall not by word or act maliciously injure the reputation or business of another member or the Corporation.
- g) A member shall deal fairly and equitably with its employees, and act in such a way that its employees are not in conflict with the Principles and Code of Ethics of the Corporation or their respective professions.
- h) A member shall make effective provisions for the safety of life and health of employees or other persons who may be affected by the work for which the member is responsible.
- i) A member shall not advertise in a false or misleading manner or in a manner injurious to the dignity of the Corporation or the members' professional affiliations.
- j) A member shall undertake only such work as it is competent to perform by virtue of the training and experience of its principals and staff, and shall, where advisable, retain and co-operate with members or other professional specialists.
- k) A member shall uphold this Code, co-operating with fellow members in so doing and enforcing decisions on any matter arising from its application. If a member has reason to believe that another member has engaged in unethical or unfair practices, including practices in violation of this Code, such member shall advise the Executive Director or the Chairman of the Ethics Committee.

Ethics Committee

- 2.3 The Ethics Committee shall act on behalf of the National Board of Directors as custodian of the Declaration of Principles and the Code of Ethics of the

Corporation, both as promulgated and in accordance with the Corporation's Articles of Continuance and By-Laws.

- 2.4 The Corporation is itself judge of alleged infractions by members through a duly appointed Ethics Committee acting on behalf of the duly elected National Board of Directors, which body reviews, confirms, rejects or modifies all findings on complaints of infractions and is responsible for any disciplinary action.

Ethics Committee Complaint Procedure

- 2.5 Upon receipt of any complaint against a member, a preliminary evaluation of the matter shall be immediately carried out in accordance with the Corporation's written Procedure for Handling Complaints. If that preliminary evaluation concludes that a full investigation by the Ethics Committee is warranted, details shall be forwarded in writing to the Chairman of the Ethics Committee with copies to the appropriate Divisional Chairman and the National Office.
- 2.6 Upon receipt, the Ethics Committee Chairman shall conduct the necessary investigation and report the Committee's findings and recommendations to the National Office within 30 days from receipt of the complaint. If the Ethics Committee is unable to complete its investigation within that time frame, a written status report shall be provided along with a request for a specific extension of time.
- 2.7 The National Board of Directors will, at their next regular meeting, or at a special meeting called for that purpose, renders judgment in writing to the complainant and the accused with a copy to the Ethics Committee and appropriate Divisional Chairman.
- 2.8 The accused may appeal the judgment in writing to the National Board of Directors not more than 20 days from receipt thereof, or within such other reasonable time as may be prescribed by the National Board of Directors. If the judgment involves suspension or expulsion of the membership of the member, the provisions of the Corporation's By-Laws shall apply.

PART 3 - MEMBERSHIP

CLASSIFICATION OF MEMBERS

- 3.1 The membership classifications are defined in the Articles of Continuance and By-Laws as Corporate member, Associate Corporate member, Observer member and Honorary member. Proprietorships meeting the appropriate qualifications, shall qualify for Corporate membership in the Corporation.

CONDITIONS OF MEMBERSHIP

- 3.2 Corporate membership shall be restricted to organizations described in Section 2.01(a) of the By-Law No. 1, in good professional standing and operating on a sound financial basis as independent tax-paying organizations and, meet the following conditions, shall:
- a) Operate under the direct supervision of one or more professional engineers and/or professional chemists or a person or persons having acceptable equivalent professional status as deemed sufficient by the National Board of Directors.
 - b) Signify that they are desirous of furthering the aims and objectives of the Corporation and shall agree to adhere to the current Code of Ethics of the Corporation.
 - c) Agree to be governed by the By-Laws and Policies of the Corporation.
 - d) Undertake to pay the annual dues and any special assessments of the Corporation.
 - e) Agree to be governed by the By-Laws and Policies of any division in which they are carrying on business.

APPLICATIONS FOR MEMBERSHIP

- 3.3 The Membership Committee shall assess all membership applications and submit their recommendations to the National Board of Directors for approval.
- 3.4 The National Board of Directors shall make appropriate inquiries on each membership application with respect to the conditions of membership outlined in Part 3.2 of these Policies. It may request a written response from any applicant where there is a question on any of the conditions of membership. The National Board of Directors shall be the sole judge in determining the acceptability of an applicant, and this decision is not appealable to any other body. An applicant whose membership has been turned down may resubmit an application to the National Board of Directors.
- 3.5 Membership shall become effective on the date of approval of the application by the National Board of Directors.

- 3.6 All applications for Corporate Membership or Associate Corporate Membership shall be sponsored by one member of the Corporation, or three client references. For Associate Corporate Membership, only one reference, a Principal or Office of a current CCIL member firm is required.
- 3.7 Applicants must normally have been operating for a period of twelve months before their application will be considered.

REQUIREMENTS FOR ASSOCIATE CORPORATE MEMBERSHIP

- 3.8 Associate Corporate Membership in the Corporation shall be available to organizations which have as their principal business, professional or allied services in one or more fields of science.
- 3.9 Associate Corporate members shall comply with all requirements of 3.2 c) and 3.2 d) of these Policies.
- 3.10 Associate Corporate members shall operate as independent tax-paying organizations.

MEMBERSHIP CERTIFICATE

- 3.11 The Corporation shall issue membership certificates to bona fide Corporate members and Associate Corporate members which shall show the membership classification "Corporate Member" or "Associate Corporate Member". The certificate shall bear the date of issue, and shall be valid until the end of the fiscal year of the Corporation. Upon payment of annual fees, a sticker will be issued to the member validating the certificates for a further year. Certificates shall remain the property of the Corporation.

PART 4 - DIVISIONS

DIVISIONS

- 4.1 Divisions may be formed at the sole discretion of the National Board of Directors.
- 4.2 Divisions may exist by geographic region and/or by scientific discipline. Division membership is automatic in any division, whether defined by geographic region and/or principal discipline area, in which the member practises.

DIVISION MEETINGS AND REPORTING

- 4.3 Divisions shall hold at least one meeting each fiscal year. A yearly report is required from each division, 30 days prior to the Annual General Meeting of the Corporation.

DIVISIONAL DIRECTORS

- 4.4 Each discipline division shall nominate one of its members, usually the Division Chairman, to stand for election to the National Board of Directors.

DIVISION OPERATIONS AND ORGANIZATIONAL STRUCTURE

- 4.5 The purpose of a Division is to represent the business and social interests, including technology related business interests, of the Corporate Members of the Corporation within the particular Division on a national or regional basis, as appropriate. This representation will include liaison with specific industry and government agencies and departments, liaison with local commercial, industrial and public groups, representation on national or provincial committees, the undertaking of laboratory certification programs, all directly and specifically relative to the discipline of the Division and promotion of social events and activities, all as appropriate to the collective best interests of the Corporate Members of the Corporation. Divisions with common interests are encouraged to co-operate in liaising with industry and government agencies and departments since all Divisions are representatives of the CCIL.

All Division activities shall be conducted in a manner consistent with the objectives, philosophy and standards of the Corporation.

- 4.6 The formation and dissolution of a Division is determined solely by the National Board of Directors. In the case of the dissolution of a Division, the members of that Division are not entitled to a rebate of fees, except in the case of special fees assessed for a divisional project for which no funds had been spent.
- 4.7 A Division may set its own Rules of Operation in order to regulate and control its own activities. Such Rules of Operation shall be subject always to the By-Laws and Policies of the Corporation and shall be in keeping with the philosophy and standards of the Corporation.
- 4.8 Divisional Rules of Operation, additions or deletions or amendments shall be subject to the approval in writing of the National Board of Directors prior to adoption. Reference to such written approval shall be made in the Rules of Operation as adopted.

- 4.9 Each Division shall be represented by an Executive Committee nominated and elected by its members. Each such Executive Committee shall have such officers as the Division members may determine in accordance with the adopted Rules of Operation for the Division. In the formative years of a Division and only until such time as Division Rules of Operation are adopted, the National Board of Directors may appoint an interim Division Chairman to care for the interests of a Division and may also authorize that Chairman to nominate an interim Executive Committee for the approval of the National Board of Directors.
- 4.10 Each Corporate Member of the Corporation shall automatically be a member of one Division of its choosing, representing a discipline in which it is actively engaged. Membership in additional Divisions will be available for disciplines in which a member is active, on the approval of the National Board of Directors and on payment of an administration fee to be set annually by the National Board of Directors. If, as determined by a Division Executive Committee, projects are undertaken by a Division and these projects require additional levels of funding then an additional Division fee will be imposed and become payable by Division members. Corporate members may be asked to demonstrate that they are active in the disciplines represented by the Divisions in which they are or propose to become members. Corporate Members belonging to more than one Division shall have full voting and participatory rights with respect to all Divisions to which they belong.
- 4.11 Each Division may and is encouraged to appoint business and technical committees and conduct technical programs to represent and promote specific disciplinary interests of the Corporate Members of the Corporation in the Division, either nationally or in a specific region(s), all in accordance with the objectives of the Corporation.

Divisional committees and technical programs shall be subject to approval by the National Board of Directors. Requests for approval shall be accompanied by an outline giving the purpose and objectives of the committee or program together with a budget if appropriate and details of cost implications to the members.

PART 5 - DIRECTORS & OFFICERS

BOARD OF DIRECTORS MEETINGS

BOARD OF DIRECTORS

- 5.1 The election of Directors is governed by Section 5 of the CCIL bylaws. It is intended that the makeup of the Board be reflective of the of the makeup of the membership. There shall be at least one Board member from each Division.

Directors shall be employed by a CCIL Member firm, holding a position of stature in the firm that would provide delegated authority to represent the firm. The National Board of Directors shall be the sole judge in determining the acceptability of the candidate. No member firm shall hold more than one position on the Board of Directors.

APPOINTMENT OF OFFICERS

- 5.2 At the first meeting subsequent to the AGM, the Board of Directors shall appoint the Officers of the Corporation, as defined in Section 7.02 of the CCIL bylaws. The offices of President and Vice-President shall be a fixed two-year term, requiring Board review and approval in the second year of holding the position. It is the general expectation for the Vice-President to assume the President's office upon expiration of the President's term.

In the event that the Vice-President is unable to assume the President's office, another Board member may be appointed by the Board to the office. If no suitable candidate exists, the President's term may be extended for one additional year, subject to unanimous consent of the Board.

- 5.3 Meetings of the National Board of Directors may be held at any time and place to be determined by the President or the Vice-President or any two directors, provided that seven (7) days' notice of such meeting shall be sent in writing to each director or that the time and place is noted in the minutes of the prior meeting or upon all directors waiving notice of such meeting.

A minimum of two (2) directors' meetings shall be held in each fiscal year.

Subject to the unanimous consent of those present, a director may participate at a board meeting by electronic means.

- 5.4 The directors may exercise all powers of the Corporation except those which The Canada Not-For-Profit Corporations Act or the By-Laws require to be exercised by the members at General Meetings.
- 5.5 The directors shall have power to authorize expenditures on behalf of the Corporation from time to time, and may delegate by resolution an officer or officers of the Corporation the right to employ and pay salaries to employees and the right to hire contractors. The directors shall have the power to make expenditures or to confer benefits for the purpose of furthering the objects of the Corporation.
- 5.6 The National Board of Directors, may, in its discretion, reprimand or censure any member of the Corporation shown to the satisfaction of the board of directors to be guilty of unprofessional conduct or of gross negligence, or of breaches of the By-Laws and Policies of the Corporation.

BOARD OF DIRECTORS REMUNERATION and EXPENSES

- 5.7 Directors as such shall not normally receive any stated remuneration for their services on the board. By resolution of the National Board of Directors, a director may receive remuneration for serving as an officer or in any other capacity. Expenses may be authorized for attendance at meetings of the National Board of Directors or for any other expenses incurred by a director on Corporate business.

AGENTS & EMPLOYEES

- 5.8 The National Board of Directors, from time to time, may appoint and engage such agents, contractors or employees as it shall deem necessary, and such persons shall have such authority, and shall perform such duties as shall be prescribed by the National Board of Directors at the time of such appointments.

EXECUTIVE DIRECTOR

- 5.9 The National Board of Directors may appoint an Executive Director who shall not be considered as an elected representative.

PART 6 - CORPORATE MEMBERS MEETINGS

NOTICE - GENERAL MEETINGS

- 6.1 Notice of annual meetings or special meetings shall be sent either;

- a) by mail, courier or personal delivery, by the Secretary, to all Corporate members 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 during a period of 21 to 35 days before the day on which the meeting is to be held.

PLACE OF MEETINGS

- 6.2 Meetings of members may be held at any place in Canada determined by the National Board of Directors or if all members entitled to vote at such meeting so agree, outside Canada.

VOTING

- 6.3 All voting and such non-voting members as shall be determined by the National Board of Directors have the right to take part in discussions at any Annual or Special General Meeting.
- 6.4 Voting and the moving or seconding of resolutions of amendments are rights exclusively reserved to voting members.
- 6.5 Voting at any meeting of members shall be on a show of hands or on a ballot by those present. Voting by proxy shall not be permitted. The Chairman, being the representative of a Corporate member is entitled to vote. In case of an equality of votes, the resolution fails.
- 6.6 In the absence of the President, and the Vice-President, the members present, and entitled to vote, shall choose another director as Chairman, and if no director is present or if all the directors decline to take the chair, then the members present shall choose one of their number to be Acting Chairman for the purposes and duration of the meeting.
- 6.7 If at any meeting a ballot is demanded, on the election of a chairman or on the question of a chairman, it shall be taken forthwith without adjournment;
- 6.8 If at any meeting, a ballot is demanded on any other question, it shall be taken in such manner and either at once or after adjournment as the Chairman directs. The results of a ballot shall be deemed to be the resolution of a meeting at which the ballot is demanded. A demand for a ballot may be withdrawn.

ROBERT'S RULES OF ORDER

6.9 Robert's Rules of Order shall govern all meetings of the Corporation in all matters not directly addressed in the By-Laws and Policies of the Corporation.

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Approved By: CCIL National Board of Directors