



Coast Waste Management Association Society

British Columbia Society Number S-34775

Founded December 6, 1995

Incorporated January 25, 1996

CONSTITUTION

Page 1

BYLAWS

Pages 2-24

Amended April 18, 2008

FORM 3
SOCIETY ACT
CONSTITUTION

NAME

The name of the Society is the Coast Waste Management Association.

PURPOSES

The purposes of the Society are to:

- 2.1 encourage and promote the development of local solutions for the management of waste by ensuring members have access to technical assistance and training;
- 2.2 assist members to increase awareness and understanding of issues, problems and opportunities related to waste management;
- 2.3 share technical expertise and knowledge in regard to waste management through the promotion of greater cooperation and harmonization of waste management activities in order to enable members to meet their needs for more efficient and effective use of resources;
- 2.4 build partnerships through cooperative projects that will result in less duplication, improved efficiency, and more effective waste management;
- 2.5 facilitate and promote communication between local governments, First Nations, business, non-government organizations, and the Provincial and Federal governments regarding the management of waste;
- 2.6 facilitate, promote and enhance development and expansion of local business enterprises that provide waste, management goods and services;
- 2.7 encourage and support the efficient use of resources and full environment costing of local decisions and development;
- 2.8 solicit, receive and invest funds, the interest or capital of which may be used to carry out its objectives;
- 2.9 undertake such other activities in furtherance of its objectives as from time to time seem appropriate; and
- 2.10 operate as a non-profit organization.

BYLAWS OF THE COAST WASTE MANAGEMENT ASSOCIATION

PART 1 – INTERPRETATION

1.1 DEFINITIONS

In these bylaws, unless the context otherwise requires:

- 1.1.1 “Association” means the Coast Waste Management Association;
- 1.1.2 “AVIM area” means the area within the boundaries of those regional districts which are members of the Association of Vancouver Island Municipalities;
- 1.1.3 “Board” means the Board of Directors of the Association;
- 1.1.4 “Directors” means the Directors of the Association for the time being;
- 1.1.5 “registered address” of the member means his or her address as recorded in the register of members;
- 1.1.6 “*Society Act*” means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it.

The definitions in the *Society Act* on the date these bylaws become effective apply to the bylaws.

1.2 INTERPRETATION

Words imported to the singular include the plural and vice versa; and the words importing a male person include a female person and a corporation.

Table of Contents and Headings have been inserted for convenience and reference only and shall be deemed not to form part of these bylaws, nor are they intended to interpret, define, or limit the scope, the extent, or the intent of these bylaws or any provision of these bylaws.

PART 2 – MEMBERSHIP

2.1 DETERMINATION OF MEMBERS

The members of the Association are those persons who have become members in accordance with these bylaws and have not ceased to be members.

2.2 FIRST MEMBERS

First members of the Association shall be the applicants for the incorporation signing the constitution and bylaws of the Association who have not ceased to be members.

2.3 VOTING MEMBERS

Voting membership in the Association is open to persons from the following three classes of persons:

- 2.3.1 governments consisting of regional districts, municipalities, provincial or federal ministries;

- 2.3.2 public institutions or non-profit organizations the activities of which are associated with waste management within the AVIM area ("non-profit sector"); and
- 2.3.3 a corporation, firm or sole proprietorship involved in waste management operations within the AVIM area ("private sector").

2.4 APPLICATION

A person may apply to the directors for membership in the Association as a voting member of one of the three classes set out in Bylaw 5, or a non-voting member and on acceptance by the directors and payment of required dues shall become a voting member.

2.5 ONE VOTING MEMBER

Only one voting membership per regional district, corporation, firm, sole proprietorship, public institution or other organization is permitted.

2.6 NON-PROFIT ORGANIZATION

The determination of whether the activities of a non-profit organization are associated with waste management shall be made by the Board.

2.7 DUES

The Board may determine dues payable by the members.

Prorated annual dues are payable upon becoming a member and annually thereafter on or before January 15 of the year for which they are levied.

2.8 MEMBERS TO COMPLY WITH SOCIETY ACT AND BYLAWS

Every member shall uphold the Constitution and comply with these Bylaws.

2.9 CESSATION OF MEMBERSHIP

A person shall cease to be a member of the Association:

- 2.9.1 by delivering his or her resignation in writing to the secretary of the Association or by mailing or by delivering it to the address of the Association;
- 2.9.2 on his or her death or, in the case of a corporation, on dissolution;
- 2.9.3 on being expelled;
- 2.9.4 on having been a member not in good standing for 12 consecutive months;
- 2.9.5 upon non-payment of dues by the date of the Annual General Meeting.

2.10 EXPULSION

A member, other than a director, may be expelled by an ordinary resolution of the voting members passed at a general meeting.

The notice of resolution for expulsion must be delivered to the member 60 days in advance and must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

The person who is the subject of the proposed resolution for expulsion must be given the opportunity to be heard at the general meeting before the resolution is put to a vote.

2.11 GOOD STANDING

All members are in good standing except a member who has failed to pay a debt due and owing to the Association and he or she is not in good standing so long as the debt remains unpaid.

2.12 INDEMNIFICATION

2.12.1 Indemnification of Officers

Subject to the provisions of the *Society Act*, the Board may cause the Association to indemnify any Officer of the Association (notwithstanding that he or she is also a director) and his or her heirs and personal representatives against all costs, charges and expenses whatsoever, incurred by him or her and resulting from acting as an Officer of the Association.

2.12.2 Indemnification not Invalidated by Noncompliance

The failure of a director or Officer of the Association to comply with the provisions of the *Society Act* or these bylaws shall not invalidate any indemnity to which he or she is entitled under bylaws 15(1) or 36(1).

2.12.3 Indemnification of Members

Subject to the provisions of the *Society Act*, the Board may cause the Association to indemnify a member against all costs, charges and expenses whatsoever incurred by him or her resulting from his or her membership in the Association.

PART 3 - MEETINGS OF MEMBERS

3.1 ANNUAL GENERAL MEETING

Subject to an extension of time permitted pursuant to the *Society Act*, the first annual general meeting of the Association shall be held not more than six months after the date of incorporation and thereafter an annual general meeting shall be held at least once in every calendar year.

The Board shall call a first annual general meeting within six months of the date of incorporation for the purpose of electing a first Board of Directors.

Whenever reasonably practical, the annual general meeting of the Association shall be held in April of each year.

3.2 SPECIAL GENERAL MEETINGS

All general meetings other than annual general meetings are herein referred to as and may be called special general meetings.

The Board may, whenever it thinks fit, convene a special general meeting. A special general meeting, if requisitioned in accordance with the *Society Act* shall be convened by the Board, or if not convened by the Board, may be convened by the Requisitionist as provided for in the *Society Act*.

3.3 NOTICE OF GENERAL MEETING

Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.

The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

Notice of the annual general meetings must be given a minimum of 30 days in advance of the meeting. Notice of special general meetings must be given a minimum of ten days in advance of the meeting.

3.4 NOTICE OF SPECIAL BUSINESS AT GENERAL MEETING

Except as otherwise provided in the *Society Act*, where any special business at a general meeting includes considering, approving, ratifying, adopting or authorizing any document, or the execution of any document or the giving of effect to any document, the notice convening the meeting shall, with respect to such document, be sufficient if it states that a copy of the document or proposed document is or will be available for inspection by members at the address of the Association or some other place in British Columbia designated in the notice during usual business hours up to the date of such general meeting.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

4.1 SPECIAL BUSINESS

All business shall be deemed special business which is transacted at:

4.1.1 a special general meeting other than the conduct of and voting at such meetings; and

4.1.2 an annual general meeting with the exception of:

- (i) calling the meeting to order;
- (ii) adopting rules of order;
- (iii) approving the minutes of the last general meeting;
- (iv) considering the financial statements;
- (v) considering the report of the Board;
- (vi) considering the report of an auditor;
- (vii) fixing or changing the number of directors;
- (viii) electing directors;
- (ix) appointing an auditor;
- (x) fixing the remuneration of an auditor;
- (xi) such other business as under these Bylaws or the *Society Act* may be transacted at a general meeting without prior notice being given to the members or any business which is brought under consideration by the report of the Board issued with the notice of convening the meeting; and
- (xii) adjourning the meeting.

4.2 QUORUM

No business, other than the election of a Chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

At the annual general meeting or a special general meeting, a quorum will consist of 10% of the voting membership and a quorum of the Board of Directors.

4.3 LACK OF QUORUM

If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it will stand adjourned to the same day in the next week, at the same time and place, and if, at the adjournment meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

4.4 CHAIRPERSON

The chairperson or in his or her absence, the Vice-Chairperson or in his or her absence the Secretary of the Association, if the Secretary is a director, is entitled to preside as Chairperson at every general meeting of the Association.

4.5 ALTERNATE CHAIRPERSON

If at any general meeting neither the Chairperson nor the Vice-Chairperson nor the Secretary is present within 15 minutes after the time appointed for holding the meeting or is unwilling to act as Chairperson, the members present must choose one of their number to be Chairperson.

4.6 ADJOURNMENTS

The Chairperson may and must, if so directed by the Board, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as provided above, it shall not be necessary to give any notice of an adjourned meeting or of a business to be transacted at an adjourned meeting.

4.7 VOTING

At an annual general meeting or a special general meeting, each voting member is entitled to one vote.

A corporate member, government agency or body and any other person, body or entity which is a voting member of the Association, but not an individual, may vote by its authorized representative who is entitled to speak and vote, and in all other respects exercise their rights of a member, and that representative shall be considered to be a member for all purposes with respect to a meeting of the Association.

At an annual general meeting and special general meetings, every voting member, if unable to attend, is entitled to vote by means of a proxy. A voting member can appoint a person in writing as his or her nominee to attend and act at the meeting. Such notice must be submitted to the Secretary prior to the commencement of the meeting.

At all meetings, every question shall be decided by a show of hands unless a poll is required by a bylaw of the Association or requested unless (before or on the declaration of result of the show of hands) a poll is directed by the Chairperson or demanded by at least five members entitled to vote who are present in person.

The Chairperson shall declare to the meeting the decision on every question in accordance with the result of the show of hands or the poll and such decision shall be entered in the book of proceedings of the Association. A declaration by the Chairperson that a resolution has been carried or carried unanimously, or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

4.8 MANNER OF TAKING POLL

No poll may be demanded on the election of a Chairperson. A poll demanded on the question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken as soon as in the opinion of the Chairperson, is reasonably convenient and at such time and place and in such manner as the Chairperson directs. The result of the poll shall be deemed to be a resolution of and passed at the meeting at which the poll was demanded. Any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll. A demand for a poll may be withdrawn: In any dispute as to the admission or rejection of a vote, the decision of the Chairperson made in good faith shall be final and conclusive.

4.8.1 Retention of Ballots Cast on a Poll

Every ballot cast upon a poll shall be retained by the Secretary for three months after the meeting and, during that period, shall be open to inspection at the address of the Association during normal business hours by any member entitled to vote at the meeting.

4.8.2 Ordinary Resolution Sufficient

Unless the *Society Act* or these Bylaws otherwise provide, any action to be taken by a resolution of the members may be taken by ordinary resolution.

PART 5 - DIRECTORS AND OFFICERS

5.1 POWER OF DIRECTORS

The Board may exercise all the powers and do all the acts and things that the Association may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in general meeting, but subject, nevertheless, to:

- (a) all laws affecting the Association;
- (b) these bylaws; and
- (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Association in general meetings.

5.1.1 Validity

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

5.2 NUMBERS OF DIRECTORS

The number of directors of the Association shall be eight consisting of at least one from the local government sector, private sector non-profit sector. Directors of the Association shall represent voting members.

5.3 DELEGATION

The Board of Directors may manage the activities and affairs of the Association and may delegate the management of day to day operations to a staff person, management company or other person, provided that the activities and affairs of the Association must be managed and all corporate powers exercised under the ultimate direction of the Board.

5.4 STAFF

The Board is empowered to employ staff on behalf of the Association to assist in carrying out the purposes of the Association as directed by the Board.

5.5 ELECTIONS

5.5.1 Pro Tem Board

The subscribers to this memorandum shall constitute the pro-tem Board.

5.5.2 First Elected Board

- (a) The election of the first ever Board of Directors will be called by the pro-tem Board at the first annual general meeting within six months of the pro-tem Boards' inception.
- (b) The manner by which the first election will be held will be the same for elections held at the annual general meeting.
- (c) Three of the directors, representing each of the three sectors, shall be elected for a term of approximately one year to the second annual general meeting of the Association.
- (d) The first term of office of the other four directors shall be approximately two years to the third annual general meeting of the Association.

5.5.3 Annual Elections

Directors shall be elected to replace those directors whose terms expire at the annual general meeting of the Association.

5.5.4 Nominations

Nomination for directors to represent the three sectors set out in Bylaw 30 will be solicited by the Board from the existing membership of each respective sector. Nominations will close one month prior to the annual general meeting. Information regarding the candidate directors will be distributed to the membership prior to the annual general meeting.

5.5.5 An election to the Board may be made by acclamation, otherwise it shall be by majority vote conducted through a ballot for each sector.

5.5.6 Term

Subject to Bylaw 33(2)(c) the term of office of a director is approximately two years and expires upon the election of his or her successor at the second annual general meeting following his or her election.

5.5.7 A director whose term expires at an annual general meeting shall be eligible for re-election.

5.5.8 If no successor is elected, the person previously elected or appointed continues to hold office.

5.5.9 Continuance of Directors

Where the Association fails to hold an annual general meeting in accordance with the *Society Act* or if there are no members of the Association other than directors, the directors then in office shall be deemed to have been elected or appointed as directors at the annual general meeting on the last day on which the annual general meeting could have been held pursuant to these bylaws, and they may hold office until other directors are appointed or elected or until the day on which the annual general meeting is held.

5.6 VACANCY

The directors may at any time and from time to time appoint a member as a director whether the vacancy arises from the resignation, removal, disqualification, death or incapacity of any director and that director will be drawn from the existing voting membership of the Association and shall be a person representative of the same sector in respect of which there is a vacancy on the Board.

A director appointed under (1) holds office only until the conclusion of the next following annual general meeting of the Association, but is eligible for re-election at the meeting.

5.7

5.7.1 Resignation

If a director resigns his or her office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director under Bylaw 34.

5.7.2 Validity of Actions

Subject to the provisions of the *Society Act*, all Acts done by any meeting of the Board or committee of the Board or by any person acting as a director shall, notwithstanding that it is afterwards discovered that there was some defect in the qualifications, election or appointment of any such director or of the members of such committee or person acting or that any person was disqualified shall be deemed to be as valid as if every person had been duly elected, appointed or qualified to be a director.

5.7.3 Removal of Director

The directors may by special resolution remove a director before the expiration of his or her term of office for reasonable cause including, but not limited to, lack of attendance at two or more consecutive Board meetings.

5.7.4 Where a director is removed under (3), the directors may appoint a successor under Bylaw 34 to complete the term of office of the director who has been removed.

5.7.5 Offence

A director is disqualified immediately from continuing to hold office if convicted of an indictable offence.

5.8 REMUNERATION, EXPENSES, INDEMNITY AND INSURANCE

No director may be remunerated for being or acting as a director, but subject to receiving approval from the Board, the Board must reimburse a director for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Association.

Subject to the provisions of the *Society Act*, the Board must cause the Association to indemnify a director or former Director of the Association and the heirs and personal representatives of any such person against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him, her or them including an amount paid to settle and action or satisfy a judgment in a civil, criminal or administrative action or proceeding to which he or she or they are made a party by reason of his or her or their being or having been a Director of the Association, including any action brought by the Association. Each Director of the Association on being elected or appointed shall be deemed to have contracted with the Association on the terms of the foregoing indemnity.

The Board may cause the Association to purchase and maintain insurance to indemnify any directors, officer or employee agent of the Association against any liability which that person may incur as a result of any act undertaken or to be undertaken on behalf of the Association.

PART 6 - PROCEEDINGS OF DIRECTORS

6.1

6.1.1 Directors' Meetings

The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit; however the Board must meet at least three times per year.

6.1.2 Quorum

At a meeting of the Board of Directors, four directors will be deemed a quorum for the transaction of business.

6.1.3 Chairing Meetings

The Chairperson must preside at all meetings of the directors, but if at a meeting the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, the Vice-Chairperson shall act as Chairperson; but if neither is present the directors present may choose one of their number to be the Chairperson at the meeting.

6.1.4 Calling Meetings

The Chairperson may at any time, and the secretary, on the request of a majority of directors, shall, convene a meeting of the directors.

6.1.5 Meeting by Conference Telephone

A director may participate in a meeting of the Board or of any committee of the Board by means of conference telephones or other communication facilities by means of which all directors participating in the meeting can hear each other and provided that all such directors agree to such participation. A director participating in a meeting in accordance with this Bylaw is deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefore and be entitled to speak and vote at the meeting.

6.1.6 Notice of Meetings

Reasonable notice of a meeting must be given by specifying the place, date and hour of such meeting by mail, postage prepaid, addressed to each of the directors at his or her address as it appears on the books of the Association or by leaving it at his or her usual business or residential address or by telephone, telegram, telex or any method of transmitting legibly recorded messages or by personal service. Reasonable notice shall be seven days or a lesser period if agreed by all directors.

6.2 COMMITTEES

The directors may delegate any, but not all, of their powers to committees consisting of Members or directors as they think fit.

A committee must in exercise of delegated powers conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held after it has been done.

Every committee must include at least one director.

6.3 COMMITTEE CHAIRPERSON

A committee must elect a Chairperson of its meetings; but if no Chairperson is elected or if at a meeting the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be Chairperson of the meeting.

6.4 COMMITTEE MEETINGS

The members of a committee may meet and adjourn as they think proper.

The existence of a committee appointed to carry out a particular task shall be terminated automatically upon:

- (a) the delivery of the committee's written report; or
- (b) the completion of the assigned task; or
- (c) a resolution terminating the committee by the Board.

6.5 FIRST MEETING AFTER ELECTION

For a first meeting of the directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the director is present.

6.6 WAIVER FOR ABSENT DIRECTOR

A director who may be absent temporarily from British Columbia may send or deliver to the address of the Association a waiver of notice, which may be by letter, telegram, telex, cable or facsimile transmission of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn;

- (a) no notice of meeting of directors shall be sent to that director; and
- (b) any and all meetings of the Directors of the Association, notice of which has not been given to that director shall, if quorum of the directors is present, be valid and effective.

6.7 VOTING

At Board meetings, each director is entitled to one vote. The Chairperson does not have voting privileges unless breaking a tie vote.

At all Board meetings, every question must be decided by a show of hands.

Where a director participates in a Board meeting by conference call, he or she may indicate his or her vote over the phone.

6.8 NO SECONDER

No resolution proposed at a meeting of directors of committee of directors need be seconded and the Chairperson of a meeting may move or propose a resolution.

6.9 RESOLUTION IN WRITING

A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

PART 7 – DUTIES OF OFFICERS

7.1 OFFICERS

The Board must, from time to time, appoint a Chairperson, Vice-Chairperson, Secretary and Treasurer and such other officers, if any, as the Board may determine, and the Board, may at any time, terminate any such appointment.

7.2 CHAIRPERSON

7.2.1 The Chairperson must preside at all meetings of the Board of Directors and ensure that such meetings are conducted in accordance with these bylaws and any applicable resolutions.

7.2.2 The Chairperson is the chief executive officer of the Association and must supervise the other officers in the execution of their duties.

7.2.3 The Chairperson must ensure that committees are established and chaired and that the committees carry out their tasks and assignments expeditiously and effectively.

7.2.4 The Chairperson must serve as an ex officio member of all committees.

7.2.5 The Chairperson must see generally to the implementation of the purposes of the Association.

7.2.6 The Chairperson must act as spokesperson for the Association.

7.2.7 The Chairperson must execute, in the name of the Association, in conjunction with the Secretary, all bonds, contracts, deeds, leases and other written instruments to be executed by the Association where authorized by the Association.

7.2.8 The Chairperson has such other powers and performs such other duties as may be prescribed by the Board.

7.3 VICE-CHAIRPERSON

7.3.1 The Vice-Chairperson must carry out the duties of the Chairperson during his or her absence or disability.

7.3.2 The Vice-Chairperson must act in an advisory capacity the Chairperson and perform such duties as assigned by the Chairperson.

7.4 SECRETARY

The Secretary must:

7.4.1 record the proceedings of all meetings of the Board;

7.4.2 produce written minutes of all meetings that require recording including such information such as time and place of the meeting, type of meeting, names of those present and actions taken;

7.4.3 maintain copies of minutes from all meetings of the Association;

7.4.4 provide notice of Board meetings to all Board members and the annual general meeting notice to all Association members in accordance with these bylaws;

- 7.4.5 execute in the name of the Association, in conjunction with the Chairperson, all bonds, contracts, deeds, leases and other written instruments to be executed on behalf of the Association where authorized by the Association;
- 7.4.6 have custody of the common seal of the Association, if any;
- 7.4.7 maintain the register of members
- 7.4.8 have custody of all records and documents of the Association except those required to be kept by the Treasurer; and
- 7.4.9 have such other powers and perform such duties as may be prescribed by the Board of Directors.

7.5 TREASURER

The Treasurer must:

- 7.5.1 keep and maintain detailed and correct accounts of the Association including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements;
- 7.5.2 deposit all monies and other valuables in the name and to the credit of the Association in such depositories as may be designated by the Board;
- 7.5.3 disburse the funds of the Association as directed by the Board;
- 7.5.4 provide financial records and statements to the Board and to others when required;
- 7.5.5 produce an annual report on the financial affairs of the Association to include assets and liabilities at the end of the Association's fiscal year, principal changes in the assets and liabilities during the fiscal year, revenue and receipts for the fiscal year, and expenses and disbursements during the fiscal year; and
- 7.5.6 have such other powers and perform such duties as may be prescribed by the Board.

7.6 APPOINTMENT OF OFFICERS

- 7.6.1 The positions of Secretary and Treasurer may be filled by one person, if deemed appropriate by the Board.
- 7.6.2 The Chairperson and Vice-Chairperson must be elected by the Board of Directors.
- 7.6.3 The Chairperson and Vice-Chairperson shall be Directors.
- 7.6.4 The Board of Directors must appoint a Secretary and a Treasurer and may elect or appoint an Executive Director and other officers as required to carry out the purposes of the Association, and any other officer appointed by the directors has such authority and must perform such duties as are provided in these bylaws or as the Board may from time to time determine.
- 7.6.5 The Board may remove any officer.
- 7.6.6 Appointments to fill a vacancy of office on the Board will be made at the first meeting of a Board of Directors following election of new directors. The Executive Director or, in his or

her absence, the Secretary, will preside over the first meeting of a new Board of Directors until a new Chairperson is selected. The appointment of officers who are directors will remain in effect for the directors' term.

7.6.7 In the event of a vacancy of office, the Board will elect a new officer from the existing Board.

7.6.8 The Board may from time to time revoke, withdraw, alter or vary all or any functions, duties and powers of an officer.

7.6.9 The directors must make all reasonable efforts to poll the members of the sector which they represent with respect to policy issues which come before the Board.

7.7 CONFLICT OF INTEREST

7.7.1 Disclosing Conflicts of Interest

Every officer of the Association who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interest as an officer of the Association must, in writing, disclose to the Chairperson the fact, nature and extent of the conflict.

7.7.2 Time for Disclosing Conflicting Interest

The disclosure required by Bylaw 53(1) must be made:

- (a) at the meeting at which the proposed contract or transaction is first considered;
- (b) if the director was not, at the time of the meeting referred in paragraph (a), interested in a proposed contract or transaction, at the first meeting after which he or she becomes interested; or
- (c) at the first meeting after the relevant facts came to his or her knowledge.

7.7.3 General Notice Sufficient

For the purpose of these bylaws, general notice in writing given by a director to the other Directors of the Association to the effect that he or she is a member, director or officer of a specified corporation or that he or she is a partner in, or owner of, a specified firm and that he or she has an interest in a specified corporation or in a firm is a sufficient disclosure of interest to comply with these bylaws.

PART 8 – SEAL

8.1 COMMON SEAL

The directors may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.

8.2 AFFIXING SEAL

The common seal shall be affixed only when authorized by resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the Chairperson and Secretary.

PART 9 – BORROWING

9.1 BORROWING AND DEBENTURES

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 the foregoing, by the issue of debentures.

9.2 DEBENTURE

No debenture shall be issued without the sanction of a special resolution.

9.3 EXECUTION OF DEBT OBLIGATIONS

Every bond, debenture or other debt obligation of the Association must be signed manually by at least one director or officer of the Association or in any other manner the *Society Act* allows.

PART 10 – INVESTMENT

10.1 INVESTMENT POWERS

The Board may from time to time on behalf of the Association invest the funds of the Association in any investments whatsoever which, in the Board's discretion, it may consider advisable, and the Board may delegate on such terms and conditions as it considers appropriate the power to invest the funds of the Association.

10.2 LIABILITY FOR LOSS

Subject to the *Society Act*, the directors are not liable for any loss that may happen in connection with any investments made by the Board in good faith.

PART 11 – AUDITOR

- 11.1 At each annual general meeting the Association may appoint an auditor to hold office until he or she is re-elected or his or her successor is elected at the next annual general meeting.
- 11.2 An auditor may be removed by ordinary resolution.
- 11.3 An auditor must be promptly informed in writing of appointment or removal.
- 11.4 No director and no employee of the Association shall be auditor.
- 11.5 The auditor may attend general meetings.

PART 12 – NOTICES TO MEMBERS

- 12.1 A notice may be given to a member, either personally or by mail to him or her at his or her registered address.

12.2 A notice sent by mail is deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

12.2.1 Notice of a general meeting must be given to:

- (a) every member shown on the register of members on the day notice is given; and
- (b) the auditor, if Part 10 applies.

12.2.2 No other person is entitled to receive a notice of general meeting.

PART 13 – BYLAWS

13.1 On being admitted to membership, each member is entitled to and the Association must give him or her, without charge, a copy of the constitution and bylaws of the Association.

13.2 The fiscal year of the Association shall be the same as the calendar year, beginning on January 1st and ending December 31st.

13.3 RECORDS

The directors must ensure that all necessary books and records of the Association required by the bylaws and by an applicable statute or law are regularly and properly kept.

Books and records shall be kept at a location designated by the Board.

Upon leaving office, each director, officer, employee or agent of the Association shall turn over to his or her successor or the Chairperson of the Board, in good order, such monies, books, records, lists, documents or other property of the Association that have been in the custody of such director, officer, employee or agent during his or her term of office.

13.4 AMENDMENTS

These bylaws may be adopted, amended or repealed at any general meeting by a 75% vote of those voting members present. Such action is authorized if written notice is provided at least 30 days prior to such meeting.

DATED the _____ day of _____, 20____