

SCHEDULE A



Constitution & Bylaws

Integrated Cadastral Information Society

Constitution

Article 1 – Name

The name of the Society is “Integrated Cadastral Information Society (“Society”)”.

Article 2 – Purpose

The purpose of the Society is to build collaborative networks to facilitate innovative, location-based solutions that support the economic, social, and environmental well-being of British Columbians.

Bylaws

Part 1 – Administration

Preamble

- 1.1 The operations of the ICI Society are to be chiefly carried on in “Greater Victoria” and the registered office shall be located within said area.

Definitions

- 1.2 The following terms have these meanings in these Bylaws:
- a) “Act” – means the *Societies Act* of British Columbia as amended from time to time.
 - b) “Board” – means the Board of Directors of the Society.
 - c) “Bylaws” – means these Bylaws, as amended from time to time.
 - d) “Community Charter” – means the *Community Charter* of British Columbia, as amended from time to time.
 - e) “Director” – means an individual who has been elected or appointed, in accordance with the *Societies Act* or its Regulations and these Bylaws, as a member of the Board of Directors of the Society.
 - f) “Director of Operations” – means the employee, hired by the Board, and responsible for the day-to-day management of the Society.
 - g) “DSLA” – means Data Sharing and License Agreement.
 - h) “Executive Committee” – means that committee composed of the president, the vice-president, the past president, and the treasurer of the Society as provided for in these Bylaws.
 - i) “Electronic” means – created, recorded, transmitted or stored in digital or other intangible form by electronic, magnetic or optical means or by any other similar means.
 - j) “Electronic Means” – means to communicate using any system or combination of systems such as mail, telephone, electronic, radio, computer, web-based technology, or communication facility that, in relation to:
 - i. a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable but not necessarily identical, to a meeting where all are present in the same room; or,
 - ii. a vote, permits Voting Members to cast a vote on a matter for determination in a manner that adequately discloses the intention of the Voting Members; or,
 - iii. the inspection or provision of a record as required under the Act or these Bylaws.
 - k) “Executive Director” – means the senior employee, hired by the Board, and responsible for the strategic management and oversight of the Society.
 - l) “Islands Trust Act” – means the *Islands Trust Act* of British Columbia, as amended from time to time.
 - m) “Local Government Act” – means the *Local Government Act* of British Columbia, as amended from time to time.
 - n) “Member” – means a Voting Member or a Non-Voting Member.
 - o) “Non-Voting Member” – means a Member who belongs to any other class of Members than those classes listed as a Voting Member.
 - p) “Regulations” – means Regulations under the *Societies Act* of British Columbia as amended from time to time.

- q) “Representative” – means the individual who is an employee of and appointed by an organization to exercise the rights of membership on behalf of that organization.
- r) “Resolution” – means a resolution passed at a meeting of the Board by a simple majority of the votes cast by the Voting Members.
- s) “Special Resolution” – means a resolution passed at the annual general meeting or a special general meeting by at least seventy-five percent (75%) of the votes cast by the Voting Members in attendance.
- t) “Society” – means the Integrated Cadastral Information Society or ICI Society.
- u) “Voting Member” – means a member who belongs to one of the following classes:
 - i. Local Government Class;
 - ii. Provincial Government Class; or,
 - iii. Utilities Class.
- v) “Writing” or “Written” – means any mode of representing or reproducing words in written form such as printing, lithography, typewriting, photography, email, fax, or in electronic format.

Definitions in the Act

1.3 The definitions of the Act, as amended from time to time, shall apply to these Bylaws.

Interpretation

- 1.4 In these Bylaws, words in the singular form include the plural and vice versa and words importing a specific gender include the other gender and a corporation.
- 1.5 In these Bylaws, wherever submission of a notice, declaration, or other formal communication is required, such notice, declaration, or communication may be transmitted via mail or by Electronic Means.

Conflict with Act or Regulations

1.6 If there is a conflict between these Bylaws and the Act or the Act’s Regulations, the Act or the Act’s Regulations, as the case may be, shall prevail.

Records

- 1.7 The Society shall keep written records in physical or electronic form that are required to control, support or document the delivery of programs, to carry out operations, to make decisions, or to account for activities of the Society. The records shall be maintained and managed until their disposition date in accordance with the Act, other Acts and regulations, and the administrative, classification and retention requirements of the Society, if any.
- 1.8 The Society shall keep an inventory of records, their form (physical or electronic), location, and their retention period all as more fully set out and described in the Society’s document retention policy, if any.
- 1.9 The records of the Society shall be kept in a form that allows the record to be inspected and copied in accordance with the Act or its Regulations and shall be:
 - a) kept in complete state;
 - b) safeguarded against loss, destruction or damage;
 - c) remain true and unaltered; and,
 - d) provided for simple, reliable and prompt access.

- 1.10 The financial records of the Society shall be maintained in electronic form in the offices of the Society's bookkeeper, unless the Board should decide otherwise.
- 1.11 A person entitled under section 24 (1), section 24 (2), section 24(3) or section 25 of the Act to inspect a record of the Society may do so without charge.
- 1.12 A person other than a Member or a Director as set out in section 24 (1), section 24 (2), or section 24(3) of the Act may inspect a record of the Society after receipt of the written request and payment of the fee as established in the *Financial Controls & Investment Policy* established by the Society.
- 1.13 Inspection of a record by a Director shall take place as soon as practicable upon receipt of the written request to inspect a record by said Director. Inspection shall take place at the registered office of the Society, during regular business hours in-person or by other Electronic Means as determined by the Society.
- 1.14 Inspection of a record by a Member or person otherwise contemplated under section 24(4) of the Act shall take place as soon as practicable upon receipt of the written request to inspect a record, but no later than 14 days following receipt of the request. Inspection shall take place at the registered office of the Society, during regular business hours in-person or by other Electronic Means as determined by the Society.
- 1.15 The Society may charge a reasonable fee, not to exceed the fee, if any, specified in, or calculated in accordance with the Regulations, for a copy a record(s) as provided for in the *Financial Controls & Investment Policy* established by the Society.
- 1.16 A Director is entitled to receive, without charge, a copy of a record the Society is required to keep under section 20 of the Act.
- 1.17 A Member is entitled to receive, without charge, one copy of, the:
 - a) current Constitution and Bylaws of the Society; and,
 - b) most recent financial statements of the Society, as defined in section 28 (1) of the Act.
- 1.18 A person entitled under section 24 of the Act to inspect a record of the Society may receive a copy of the record after receipt of the written request and payment of the fee as set out in the *Financial Controls & Investment Policy* established by the Society.
- 1.19 The Society must provide a person entitled to inspect a record under section 24 of the Act with a copy of a record by sending the copy to that person promptly, but in no case later than 14 days, after receipt of the written request and payment of the fee, if any.
- 1.20 A record shall be sent by or to a person as follows:
 - a) in the manner, if any, agreed to by the sender and the intended recipient;
 - b) by making the record available for pick-up at the registered office of the Society; or,
 - c) by sending the record in electronic format using Electronic Means.

- 1.21 Old records need not be kept when the record is no longer relevant in the opinion of the Board that the activities or internal affairs of the Society and ten (10) years have passed since the record was created or last altered.

Official Rules of Order

- 1.22 The current edition of *Roberts Rules of Order* is the official rules of order covering all meetings of the Society, except where they are at difference with these Bylaws in which case these Bylaws shall take precedence.

Part 2 – Members & Membership

Classes of Members

- 2.1 There shall be five (5) classes of Members:
1. Local Government Class;
 2. Provincial Government Class;
 3. Utility Class;
 4. First Nations Class; and,
 5. Associate Class.
- 2.2 In order to belong to the Local Government Class an organization must be:
- a) an organization governed by the *Community Charter*, or *Local Government Act*, or the *Islands Trust Act*; or,
 - b) the City of Vancouver.
- 2.3 To qualify to belong to the Provincial Government Class an organization must be:
- a) a ministry or agency of the Provincial Government of British Columbia;
 - b) the BC Assessment Authority; or,
 - c) the Land Title and Survey Authority of British Columbia.
- 2.4 To qualify to belong to the Utilities Class an organization must:
- a) be operating within British Columbia;
 - b) have the purpose of installing and operating physical infrastructure to provide power, telecommunications, rail services or oil and gas gathering, transmission and distribution; and,
 - c) be regulated by any of the following agencies or under any of the following statutes, as amended from time to time:
 - i. BC Utilities Commission;
 - ii. Canadian Radio/Television and Telecommunications Commission;
 - iii. National Energy Board;
 - iv. Innovation, Science and Economic Development Canada;
 - v. *Railway Act* of British Columbia, as amended from time to time;
 - vi. *Railway Act* of Canada, as amended from time to time; or,
 - vii. BC Oil and Gas Commission.
- 2.5 To qualify to belong to the First Nations Class an organization must be, a:
- a) Recognized First Nations government within British Columbia, under federal or provincial frameworks (e.g., Indian Act bands, self-governing nations, or modern treaty governments); or,

- b) Treaty First Nation; or,
- c) First Nations Society that represent Indigenous communities through cultural, advocacy, or service-based mandates and are recognized within the Indigenous landscape of B.C.

2.6 To qualify to belong to the Associate Class an organization must:

- a) not otherwise qualify for membership under any other class of Members; and,
- a) engage in activities or have interests consistent with the purposes of the Society; and,
- b) be approved for membership by the Board in its sole and unfettered discretion.

2.7 Membership in a class shall belong to an organization, not to an individual.

2.8 Membership in the Society is not transferable without prior approval of the Board.

Application for Membership

2.9 An organization may apply to the Board to be a Member in the Society.

2.10 An organization shall become a Member upon:

- a) the Board's acceptance of the application;
- b) the signing of a data sharing and licensing agreement, if required, for that particular class of Member;
- c) payment of application membership dues and data access fees, if any; and,
- d) completion and/or fulfillment of such other procedural requirements as established by the Society from time to time.

Rights of Members

2.11 A Member in good standing shall have the following rights, to:

- a) choose its Representative;
- b) attend the annual general meeting and any special general meetings of the Society;
- c) speak at the annual general meeting and any special general meetings of the Society;
- d) receive communications;
- e) speak at the Board meeting to which the Member has been invited;
- f) inspect a record the Society is required to keep under section 20 of the Act subject to any requirements established in these Bylaws or policy established by the Society; and,
- g) other matters as more fully described in the policies and procedures established by the Society, if any.

2.12 A Voting Member shall have the following additional rights, to:

- a) serve on the Board;
- b) cast a single (1) vote at the annual general meeting and cast a single (1) vote at any special general meetings of the Society;
- c) petition for a special general meeting of the Society;
- d) submit proposals for inclusion on the agenda of the annual general meeting and any special general meetings of the Society;
- e) submit proposals to amend the Constitution and/or Bylaws; and,
- f) serve on, or chair, a committee.

2.13 Without the written approval of the Board, Members shall not exercise their rights until they have

signed a DSLA, as required by the Society, if any, and are in full compliance with their obligations under the terms of that agreement.

Duties of Members

2.14 A Member shall comply with:

- a) the Act and its Regulations, as applicable;
- b) the Constitution and Bylaws of the Society;
- c) the terms of the DSLA or other agreement or instrument, as applicable;
- d) all rules, policies, procedures and requirements established by the Board; and,
- e) any rules of order governing the conduct of the annual general meeting any special general meetings and/or Board meetings of the Society.

2.15 A Member shall notify the Society as soon as practicable about any of the following changes, the name and contact information of the:

- a) appointed Representative; or,
- b) organization that is a Member.

Membership Fees, Dues, and Assessments

2.16 The Board may:

- a) determine any annual membership fees;
- b) levy any fees, dues, or assessments, as it deems necessary; and,
- c) establish any policy and procedures pertaining to fees, dues, and assessments.

2.17 A Member shall pay any fees, dues, or assessments in the amount and manner set out in the *Financial Controls & Investment Policy* established by the Society.

Membership Year

2.18 The membership year of the Society shall commence on January 1 and end on December 31.

Member in Good Standing

2.19 A Member is in good standing except a Member that:

- a) fails to pay any fees, dues, assessment or debt owing to the Society and the Member is not in good standing for so long as the debt remains unpaid; or,
- b) fails to fulfill the terms of any DSLA or other binding agreement or instrument it has entered into with the Society; or,
- c) that has been suspended or expelled in accordance with the Act or its Regulations or these Bylaws.

2.20 A Member not in good standing shall forfeit their rights until such time as the Member regains its good standing as determined by the Board.

Cessation of Membership

2.21 Membership in the Society ceases when a Member, by the virtue of the fact that Member is not in good standing for a period of six (6) consecutive months or is otherwise no longer qualified in accordance with these Bylaws or the Act or its Regulations.

Suspension of a Member

2.22 The Board shall have the power to suspend any Member who breaches or violates the

Constitution, Bylaws, policies, procedures or requirements of the Society or who fails to adhere to a decision of the Board including failure to fulfill the Member's obligations under its DSLA, if any.

Expulsion of a Member

2.23 The Board may expel a Member who:

- a) fails to fulfill the Member's financial obligations to the Society;
- b) repeatedly or egregiously violates the Constitution, Bylaws, policies, procedures, or requirements of the Society;
- c) fails to adhere to a decision of the Board; or,
- d) fails to fulfill the Member's obligations under its DSLA.

2.24 A Member may be expelled from the Society by a Special Resolution carried by Voting Members attending the annual general meeting or a special general meeting of the Society.

2.25 Any action taken to expel a Member shall be in accordance with the Act.

Termination of Membership

2.26 The Board may terminate an organization's membership in the Society when:

- a) the term of membership expires, if any;
- b) membership terminates in accordance with these Bylaws;
- c) if a partnership or corporation, the Member dissolves; becomes insolvent, bankruptcy or is subject to a merger or acquisition;
- d) the Member is expelled in accordance with the Act or its Regulations or these Bylaws;
- e) the Member engages in actions detrimental to the Society;
- f) the Member violates the Constitution, Bylaws, policies; procedures or any other requirements established by the Society; or,
- g) the Member fails to comply with the terms and conditions of membership.

2.27 Any action taken to terminate a Member shall be in accordance with the Act.

2.28 Loss of Membership status by cessation, suspension, cancelation or expulsion immediately terminates all rights and privileges that the Member enjoyed within the Society but does not relieve that Member from the Member's financial obligations to the Society, other Members, or anyone else to whom the Member may have a financial obligation for which the Society may bear liability.

Part 3 – Board of Directors

Role of the Board

3.1 The Board shall supervise the management of the activities and affairs of the Society, including, and not limited to:

- a) providing financial oversight;
- b) hiring, directing, and reviewing the performance of the Executive Director, if any;
- c) hiring, directing, and reviewing the performance of the Director of Operations, if any;
- d) setting the long-term strategy for the Society;
- e) establishing such governance and oversight policies and procedures as they deem necessary for the effective operation of the Society; and,
- f) generally being accountable to the Members which it serves.

- 3.2 The Board may delegate any, but not all, of its responsibilities. The Board shall have the authority to delegate those responsibilities, duties and authority that may be lawfully delegated to the Executive Director, Director of Operations, a standing committee, select committee, working group or Member, or to any third party to assist the Board in carrying out the purposes of the Society.
- 3.3 The Board may make, or cause to be made, for the Society, in its name, any kind of contract which the Society may lawfully enter into and, save as otherwise provided in these Bylaws, generally may exercise all such other powers and do all such acts and things as the Society by its Constitution or otherwise, is authorized to exercise and do.

Powers of the Board

- 3.4 Board may exercise all the powers and do all acts and things that the Society may exercise and do, subject to:
- a) all laws affecting the Society;
 - b) these Bylaws;
 - c) policies and rules adopted by the Voting Members at the annual general meeting and any special general meetings of the Society, which are consistent with these Bylaws; and,
 - d) any agreements between the Society and individual Members.
- 3.5 A policy or rule made by the Voting Members in the annual general meeting or any special general meetings of the Society shall not invalidate a prior act of the Board that would have been valid if that policy or rule had not been made.
- 3.6 In addition to any other powers which are conferred upon the Society by law or these Bylaws, the Board shall have the power to:
- a) strike a committee, establish its terms of reference and any rules to which the committee must conform and to review and revise and approve such terms of reference and rules, as warranted;
 - b) delegate any, but not all of its powers, to a committee;
 - c) strike a working group, establish its terms of reference and any rules to which the working group must conform and to review and revise and approve such terms of reference and rules, as warranted. The working group shall perform certain specific project or review role without delegated powers of the Board;
 - d) appoint, remove, or replace any committee or working group member;
 - e) fill vacancies that occur on the Board;
 - f) propose amendments to the Constitution and these Bylaws from time to time;
 - g) amend, adopt or repeal the policies, procedures, codes of conduct, terms of reference and requirements of the Society from time to time;
 - h) establish policies for entering into and approving contracts and other financial arrangement as appropriate; and,
 - i) approve the annual operating budget of the Society and approve any adjustments thereto.

Board Composition

- 3.7 The Board shall have at least nine (9) and no more than 15 Directors.
- 3.8 The Board shall be composed of at least three (3) and no more than five (5) Voting Members of each of the:
- a) Local Government Class;
 - b) Provincial Government Class; and,
 - c) Utilities Class.

Qualifications for Directors

- 3.9 In order to qualify to become or act as a Director, a person must be qualified under the Act and meet any other requirements in accordance with these Bylaws or those otherwise established by the Society.
- 3.10 Any person seeking appointment as a Director shall declare any conflict of interest in advance of seeking such appointment.
- 3.11 Paid employees of the Society are not eligible to be a Director.
- 3.12 An individual who ceases to be qualified to act as a Director must promptly resign.

Obligations and Duties of Directors

- 3.13 A Director, when exercising the powers and performing their functions as a Director, must:
- a) act honestly and in good faith and with a view to the best interests of the Society;
 - b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
 - c) act in accordance with the Act and/or its Regulations;
 - d) act in accordance with the Constitution, Bylaws, policies, procedures, codes of conduct, terms of reference and requirements of the Society; and,
 - e) act with a view to the purpose of the Society.
- 3.14 Directors must adhere to the disclosure of director's interest provisions in accordance with the Act and its Regulations and any other policies and codes of conduct of the Society.
- 3.15 The Directors shall help formulate plans and policies and serve as members of any committee or working group and otherwise fulfill their responsibilities in accordance with the Act and its Regulations and the Constitution, Bylaws, policies, procedures, codes of conduct, terms of reference and requirements of the Society to the best of their ability.

Role of the President

- 3.16 The president is the chair of the Board and shall be responsible for the supervising the Directors in the execution of their duties.

Role of the Vice President

- 3.17 The vice president is the vice-chair of the Board and shall be identified as the incoming president and be responsible for carrying out the duties of the president if the president is unable to act.

Role of the Treasurer

3.18 The treasurer shall be responsible for oversight and review of the financial activities of the Society which shall include ensuring that there are adequate policies, controls, and procedures in place for:

- a) keeping accounting records in respect of the financial transactions of the Society, which always must be up to date;
- b) keeping adequate accounting records for each of the financial years of the Society, including a record of each transaction materially affecting the financial position of the Society;
- c) assisting the Executive Director and/or Director of Operations in preparing an annual operating budget;
- d) making the required filings of the Society respecting taxes if any, in accordance with the Act or its Regulations; and,
- e) preparing, or overseeing the preparation of the financial statements in accordance with the *Financial Controls & Investment Policy* established by the Society and the Act or its Regulations.

3.19 For the purposes of Board consistency, sustainability, and succession planning, it is the intention that the:

- a) Vice President shall automatically become the President of the Society at the termination of the predecessor's term of office; and,
- b) President shall become the Past President of the Society at the termination of the term of office.

Role of the Executive Director

3.20 The Board shall appoint, if it deems necessary, a person to be the Executive Director of the Society who shall be responsible for the strategic management and oversight of the Society and whose duties and responsibilities shall include and not be limited to:

- a) acting as a catalyst, providing strategic oversight, leadership and guidance to achieve the vision of the Society, delivering value through collaboration and trust;
- b) serving as a professional advisor to the Board on all aspects of the Society's activities;
- c) identifying and responding to political and public policy issues related to Members;
- d) working with the Board in developing a vision that advances the Society and its business model, if any;
- e) identifying market opportunities that align with the Society's vision, support the business plan if any and contribute to the diversification of Society revenues;
- f) identifying risk and developing risk mitigation strategies to minimize those risks and presenting to the Board
- g) fostering collaboration between and among Members towards common goals of the Society; and,
- h) providing overall leadership of the Society and the Director of Operations, if any.

3.21 The Executive Director shall be an ex-officio member of the Board and any committee of the Society and:

- a) shall not be counted as part of the quorum; and,
- b) must not vote on any matter before a standing committee or the Board.

Role of the Director of Operations

- 3.22 The Board shall appoint, if it deems necessary, a person to be the Director of Operations for the Society who shall be responsible for the day-to-day operations of the Society and whose duties and responsibilities shall include and not be limited to:
- a) issuing notices of Directors' meetings, and the annual general and any special general meetings of the Society;
 - b) taking minutes of Directors' and committee meetings, and the annual general and any special general meetings of the Society;
 - c) keeping the records of the Society in accordance with the Act;
 - d) conducting the correspondence of the Board; and,
 - e) filing the annual report of the Society and making any other filings with the Registrar of Companies under the Act.
- 3.23 The Director of Operations shall be an ex-officio member of the Board and any committee of the Society and:
- a) shall not be counted as part of the quorum; and,
 - b) must not vote on any matter before a standing committee or the Board.

Term of Office

- 3.24 Subject to a further extended term of office as a result of appointment or election to a Board position as further set out in Section 3.25 and 3.26 below, the term of office for a Director shall:
- a) be for three (3) years; and,
 - b) begin at the end of the annual general meeting at which the person was appointed as Director.
- 3.25 A Director shall serve as an organization's Representative until such time as another individual is appointed in their place by said organization.

Appointment to Board Positions

- 3.26 The Directors representing the Voting Members, shall, at their first meeting after the annual general meeting, designate one (1) Director from each membership class from which the President, Vice President and Treasurer shall be appointed or elected by Resolution.
- 3.27 The Board shall appoint or elect from the designated Directors, the following Board positions, for a two (2) year term:
- a) President;
 - b) Vice President; and,
 - c) Treasurer.
- 3.28 The Vice President after serving a two-year term shall then serve as the President for an addition two year-term.

When a Director Ceases to Hold Office

- 3.29 A Director ceases to hold office with the Society when the:
- a) Director's term of office expires;
 - b) Director ceases, in accordance with these Bylaws, to hold office; or,
 - c) Director resigns or dies; or,
 - d) Director is removed from office in accordance with the Act or its Regulations or in accordance with these Bylaws or by other means established by the Society.
- 3.30 A Director appointed by the Board to fill a vacancy ceases to be a Director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Resignation of Directors

- 3.31 A Director who intends to resign must give their resignation to the Society in writing, and the resignation takes effect on the latter of the following:
- a) the receipt of the written resignation by the Executive Director or Director of Operations; or,
 - b) if the written resignation specifies that the resignation is to take effect on a specified date, on that specified date and time or on the occurrence of a specified event.

Suspension of Directors

- 3.32 In exceptional circumstances, a Director may be suspended from office by the Board in accordance with the Act, these Bylaws or by other means established by the Society.

Removal of Directors

- 3.33 A Director may be removed from office in accordance with the Act or its Regulations or these Bylaws.

Board May Fill Casual Vacancies

- 3.34 The Board may, at any time, appoint to fill a vacancy that arises on the Board.
- 3.35 Where a vacancy occurs on the Board, the following procedure shall apply, the:
- a) Board shall appoint a Member from the membership class where the vacancy occurs to be a Director to act on an interim basis until the next annual general meeting of the Society; or,
 - b) until such time as the organization appoints a new Representative to fill such vacancy.
- 3.36 A vacancy in the President position shall be filled in accordance with the following:
- a) the Board shall appoint the Vice President to act as the interim President;
 - b) in such case as the Vice President is unable to take on the interim role or the position is vacant, the Board shall elect from within their numbers, an individual to act as interim President until the Members elect a new President; and,
 - c) the Board shall fill the vacancy at the next annual general meeting of the Society.

Registry Filings Respecting Directors

- 3.37 The Society must, promptly after a change in its Directors or in the address of any of its Directors, file with the Registrar of Companies a *Notice of Change of Directors*. If a change of Directors occurs at the annual general meeting of the Society, the Society shall provide notice of the change in the annual report the Society is required to file with the Registrar of Companies in accordance with the Act.

Part 4 – Committees & Working Groups

Standing Committees

- 4.1 The standing committees of the Society shall be, the:
- a) Executive Committee;
 - b) Finance Committee;
 - c) Governance Committee; and,
 - d) Membership Committee.
- 4.2 The chair of each standing committee shall be a Director and shall be appointed by the Board unless otherwise provided for in these Bylaws. The President may act as the chair in such a case as the appointed chair is unable to attend a committee meeting.
- 4.3 The composition of each standing committee shall be determined in accordance with these Bylaws unless otherwise determined by the Board.
- 4.4 The Board shall establish terms of reference for each standing committee and those terms of reference shall be available to the Members. Each standing committee may propose changes to its terms of reference to the Board for its approval.
- 4.5 At all standing committee meetings, a majority of the individuals who serve on that committee shall constitute a quorum. The chair must be present at all committee meetings. A member of the committee is considered to be in attendance if the member participates by Electronic Means.
- 4.6 Attendance at standing committee meetings shall be limited to the individuals serving on that committee and any such other persons as may be invited by the chair. That Director and/or person invited by the chair shall not have voting rights.
- 4.7 The chair or any other Director set out in these Bylaws, serving on a standing committee shall hold office at the pleasure of the Board.

Executive Committee

- 4.8 The Executive Committee shall consist of the:
- a) President, who shall be chair;
 - b) Vice President;
 - c) Past President; and,
 - d) Treasurer.
- 4.9 The Executive Committee may exercise all the powers delegated to it by the Board and do all acts and things that the Board may exercise and do, subject to:
- a) all laws affecting the Society;
 - b) these Bylaws;
 - c) any terms of reference established by the Board;
 - d) policies and rules adopted by the Board which are consistent with these Bylaws; and,
 - e) any agreements between the Society and individual Members.

Finance Committee

- 4.10 The finance committee shall consist of:
- a) the Treasurer, who shall be chair; and,
 - b) two (2) Directors appointed by the Board.
- 4.11 The finance committee is generally responsible for oversight related to the Society's auditing and financial reporting.
- 4.12 The finance committee shall exercise its authority in accordance with the Constitution, Bylaws, policies, procedures, codes of conduct and requirements of the Society, the *Financial Controls & Investment Policy* and the finance committee terms of reference established by the Board.

Governance Committee

- 4.13 The governance committee shall consist of three (3) Directors, including a chair, appointed by the Board.
- 4.14 The governance committee is generally responsible for advising the Board on matters relating to the Society's governance processes, policies, procedures and terms of reference, structure, education of Board members, strategic planning and annual reporting.
- 4.15 The governance committee shall exercise its authority in accordance with the Constitution, Bylaws, policies, procedures, codes of conduct, terms of reference, requirements of the Society and the governance committee terms of reference established by the Society.

Membership Committee

- 4.16 The membership committee shall consist of three (3) Directors, including a chair appointed by the Board.
- 4.17 The membership committee is generally responsible for the identification, selection and recommendation for appointment process of potential new Members of the Society.
- 4.18 The membership committee shall exercise its authority in accordance with the Constitution, Bylaws, policies, procedures, codes of conduct, terms of reference, requirements of the Society and the membership committee terms of reference established by the Society.

Select Committees and Working Groups

- 4.19 The Board may establish select committees or working groups to undertake a specific issue or project that is to be completed within a defined period of time and provide a report to the Board. A select committee or working group shall be dissolved after it has completed its mandated assignment.
- 4.20 The Board shall, in accordance with these Bylaws, appoint the chair, who shall be a Director, of each select committee or working group.
- 4.21 Prior to or contemporaneously with the establishment of a select committee, the terms of reference of each select committees or working group shall be established by the Board and shall be available to the Members. Each select committee or working group may propose changes to its terms of reference to the Board for its approval.

- 4.22 At all select committee or working group meetings, a majority of the individuals who serve on that select committee or working group shall constitute a quorum. The select committee or working group chair must be present at all meetings of the committee. The President may serve as the chair in such case as the appointed chair is unable to attend a select committee or working group meeting.
- 4.23 The chair or any other Director set out in these Bylaws, serving on a standing committee shall hold office at the pleasure of the Board.

Part 5 – Meetings

Power to Call Meetings

- 5.1. The Board may decide the time and place of the annual general meeting, any special general meetings of the Society and meetings of the Board.
- 5.2. Meetings of the Board, the annual general meeting and any special general meetings shall be called by the President in accordance with the Act or its Regulations and these Bylaws.
- 5.3. The Board, in addition to the Act or its Regulations and these Bylaws, may establish additional requirements, procedures and/or criteria that apply to meetings of the Board, the annual general meeting, and any special general meetings of the Society.
- 5.4. The Board may invite Non-Voting Members to participate in meetings of the Board as and when needed.

Notice of Meetings (Generally)

- 5.5. The Society may give notice by one of the following methods:
- a) delivery in person;
 - b) mailing the notice to the Director's address;
 - c) by fax at the usual fax number given by the Director;
 - d) by email at the usual email address of the Director; or,
 - e) other Electronic Means currently available at the time.
- 5.6. A notice shall be deemed to have been given as follows, on the:
- a) day it is given, if the notice is delivered in-person;
 - b) second day following the day the notice is mailed; and,
 - c) on the first day following the day that the notice is delivered, in all other situations.

Quorum

- 5.7. The Members shall not transact business, other than the election of the chair of the annual general meeting or any special general meetings of the Society, if necessary, and the adjournment or termination of the meeting unless a quorum is present.
- 5.8. The quorum at the annual general meeting or any special general meetings shall be seven (7) Voting Members in good standing and must include a minimum of two (2) Voting Members from each membership class.

- 5.9. If, within 30 minutes from the time set for holding the annual general meeting or any special general meetings, a quorum of Voting Members is not present:
- a) in the case of a meeting convened on the requisition of the Voting Members, the meeting shall be terminated; and,
 - b) in any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and, if at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the Voting Members who are present shall constitute a quorum for that meeting.
- 5.10. If, at any time during the annual general meeting, any special general meeting or meetings of the Board, there ceases to be a quorum of Voting Members present, the business then in progress must be suspended until:
- a) there is a quorum present;
 - b) the meeting is adjourned; or,
 - c) the meeting is terminated.

Participation in Meetings by Electronic Means

- 5.11. The Board may determine, in its discretion, to conduct the annual general meeting, any special general meetings or Board meeting in whole or in part by Electronic Means, so as to allow for participation in the meeting remotely.
- 5.12. If the Board has determined to hold the annual general meeting, any special general meeting or a Board meeting to include participation by Electronic Means, then the notice of the meeting must inform participants they may attend by Electronic Means and provide instructions about how this may be done.
- 5.13. If the annual general meeting, any special general meeting or Board meeting is to be conducted by Electronic Means, the Board shall take reasonable steps to ensure that all are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to being present in person, if any.
- 5.14. The Board may adopt any policy or special rules necessary to enable or facilitate a person's participation by Electronic Means.
- 5.15. A person participating by Electronic Means shall be deemed to be present at the annual general meeting, any special general meeting or Board meeting.

Board Meetings

- 5.16. The following persons may call a meeting of the Board:
- a) the President; or,
 - b) any two (2) other Directors.
- 5.17. Notice and the agenda for any meeting of the Board shall be provided to each Director at least three (3) days before such meeting. Notice may be waived or abridged with the consent of every Director who has not received the prescribed three (3) days' notice.
- 5.18. The accidental omission to give notice of a Board meeting to a Director, or the non-receipt of a notice by a Director, shall not invalidate the proceedings at the meeting of the Board.

- 5.19. The quorum for a meeting of the Board shall be a majority of the Directors and must include a minimum of two (2) Voting Members from each membership class.
- 5.20. A Director may participate in a meeting of the Board by Electronic Means. A Director participating in this manner shall be taken to be present at the meeting.
- 5.21. The Board may approve matters by way of a consent resolution executed by no less than 75% of the Directors.
- 5.22. The Board must close a meeting of the Board and go in-camera (exclusionary meeting) if the subject matter being considered relates to one or more of the following, a matter:
 - a) that is being investigated under the *Ombudsperson Act* of which the Society has been notified;
 - b) being investigated by law enforcement of which the Society has been notified; or,
 - c) that, under another enactment, is such that the meeting of the Board must be closed.
- 5.23. The Board may at its discretion close a meeting of the Board and go “in-camera” (exclusionary meeting) on any matter the Board determines, at its sole discretion.
- 5.24. The President, at any time, may take a vote of the Board via Electronic Means. The motion and the results of the vote shall be recorded in the minutes of the next meeting of the Board.
- 5.25. Questions arising by way of motion at any meeting of the Board shall be decided by Resolution, unless a larger proportion of the votes is required in accordance with these Bylaws. Each Director is authorized to exercise a single (1) vote. Proxies are not accepted at any Board meeting.
- 5.26. Any Member or any individual may attend any meeting of the Board upon the invitation of the President.
- 5.27. The Board, in addition to these Bylaws, may establish additional requirements, procedures and criteria that apply to meetings of the Board.

Annual General Meetings

- 5.28. The annual general meeting of the Society shall be held each year following December 31 of the calendar year and not later than April 30 of the following calendar year at a location to be determined by the Board.
- 5.29. It shall be the duty of the Executive Director or the Director of Operations as appropriate to notify all Members 21 days prior to the date, as to the time and location of the annual general meeting of the Society. That notice shall be given in accordance the Act or its Regulations and these Bylaws and shall include any documents required under the Act or its Regulations or these Bylaws.
- 5.30. A proposal submitted for inclusion on the agenda of the annual general meeting of the Society in accordance with the Act and/or its Regulations and these Bylaws shall be considered at the annual general meeting.

Special General Meetings

- 5.31. A special general meeting of the Society shall be held when the Board approves a motion to call for a meeting; or at such time as five (5) or more Voting Members requisition a special general meeting in accordance with the Act.
- 5.32. It shall be the duty of the Executive Director or the Director of Operations as appropriate to notify all Members at least seven (7) days prior as to the date, as to the time, place and reason for the special general meeting of the Society. That notice shall include any documents required under and the Act or its Regulations or these Bylaws.

Ordinary Business at the Annual General Meeting and any Special General Meetings

- 5.33. At the annual general meeting or any special general meetings of the Society, the following business shall constitute the ordinary business of the Society:
- a) adoption of rules of order;
 - b) adoption of the agenda;
 - c) approval of minutes, if any;
 - d) consideration of any financial statements of the Society presented to the meeting;
 - e) consideration of reports, if any, of the directors or auditor;
 - f) election or appointment of directors, if any;
 - g) appointment of auditor, if any; and,
 - h) business arising out of a report of the directors not requiring the passing of a special resolution, if any.

Notice of Special Business

- 5.34. In a notice of the annual general meeting or any special general meetings of the Society, the Board must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a Voting Member receiving the notice to form a reasoned judgment concerning that business.

Chair

- 5.35. The following individuals may preside as the chair of the annual general meeting or any special general meetings of the Society:
- a) the President;
 - b) the Vice President, if the President is unable to preside; or,
 - c) if there is no individual entitled under these Bylaws who can preside as the chair of the annual general meeting or any special general meetings within 15 minutes from the time set for holding the meeting, the Voting Members who are present shall elect an individual present at the meeting to preside as chair.

Chair to Determine Procedure

- 5.36. If there is any doubt, dispute, or ambiguity in relation to procedural matters or parliamentary process at the annual general meeting or any special general meetings of the Society, the chair shall have the authority to interpret and apply any rules of orders that the Voting Members have adopted for the meeting and determine matters in accordance with those rules, the Act, and these Bylaws.

Adjournments by the Chair

- 5.37. The chair may, or, if so directed by the Voting Members, then shall adjourn the annual general meeting or any special general meetings of the Society from time to time and from place to place but no business may be transacted at an adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

Notice of an Adjourned Annual General Meeting or Special General Meeting

- 5.38. The Board does not have to give notice of the adjourned annual general meeting or any special general meeting of the Society, the business to be transacted at the adjourned general meeting, except when a meeting is adjourned for 30 days or more at which point notice of continuation of the adjourned meeting must be given.

Voting

- 5.39. At the annual general meeting or any special general meetings, a Voting Member must vote by:
- a) a show of hands;
 - b) an oral vote;
 - c) a show of cards;
 - d) a vote cast by Electronic Means; or,
 - e) another method that adequately discloses the intention of the Voting Member.
- 5.40. Voting Members may vote by secret ballot; if:
- a) two (2) or more Voting Members make such a request; or,
 - b) the chair directs.
- 5.41. Only a Representative for a Voting Member shall be eligible to vote.
- 5.42. The chair may request an individual to provide evidence that the individual is the Representative at any time during the annual general meeting or and special general meetings of the Society.
- 5.43. If the person presiding as chair of the annual general meeting or any special general meetings of the Society is a Voting Member, then the chair may cast a vote on any motion or resolutions under consideration at the same time as voting occurs.
- 5.44. In the event of a tie vote,
- a) the person presiding as chair of the annual general meeting or any special general meetings of the Society does not have a second or deciding vote; and,
 - b) a motion or resolution that is tied is defeated.

Announcement of Result

- 5.45. The chair shall announce the outcome of each vote and that outcome must be recorded in the minutes of the annual general meeting or any special general meetings of the Society.

Matters Decided at the Annual General Meeting or any Special General Meetings

- 5.46. The Voting Members shall decide a matter by Resolution unless the matter is required by the Act or these Bylaws to be decided by Special Resolution.

Part 6 – Financial (Generally)

Fiscal Year

- 6.1. The fiscal year of the Society begins on January 1 of the calendar year and ends on December 31, unless otherwise determined by Special Resolution.

Signing Authority

- 6.2. Specific financial and document signing authorities shall be as described in the *Financial Controls & Investment Policy* established by the Society.

Budget and Financial Documents

- 6.3. The budget and financial documents and their requirements shall be as described in the *Financial Controls & Investment Policy* established by the Society.

Expenditures, Borrowing, Investments and Insurance

- 6.4. The financial, insurance, investment and risk management matters and their respective authorities, controls and limitations shall be as described in the *Financial Controls & Investment Policy* established by the Society.

Remuneration of Directors

- 6.5. A Director:
- a) shall serve without remuneration;
 - b) shall not receive any income, profits, benefits, or gains resulting from holding a position of Director; and,
 - c) may be reimbursed for expenses incurred in the performance of their duties for the Society in accordance with the *Financial Controls & Investment Policy* established by the Society,

Part 7 – General

Constitutional Amendments

- 7.1. A proposal to amend the Constitution or Bylaws of the Society may be submitted by a Director or a Voting Member to the Executive Director or Director of Operations as appropriate.
- 7.2. Amendments to the Constitution or Bylaws require a Special Resolution at the annual general meeting or any special general meetings of the Society.
- 7.3. Amendments to the Constitution or Bylaws shall take effect when filed with the Registrar of Companies or at a later date as specified in the Special Resolution.

Application

- 7.4. All provisions and/or terms of these Bylaws, policies, procedures, codes of conduct, terms of reference and requirements shall be deemed to be severable one from the other, and if any such provision is ever found or declared by a competent authority to be void or invalid, it shall be stricken from the documents of the Society as the case may be, without affecting the validity of any other provision.

Indemnity

- 7.5. Every Director, select committee participant, working group participant and employee of the Society shall be indemnified by the Society against such claims and for such conduct as may be afforded within the general liability and Directors and Officers insurance policies.

Rights

- 7.6. The Society is the owner of all rights emanating from technological and intellectual property developed in any manner within its operations and coming under its jurisdiction, without any restrictions as to content, time, place and law. These rights include, among others, every kind of property rights, copyright, financial rights, audio-visual and radio recording, reproduction and broadcasting rights, multimedia rights, marketing and promotional rights, incorporeal rights and intellectual property rights.
- 7.7. The Board shall decide how and to what extent the rights described above are utilized. The Board may decide whether these rights shall be utilized exclusively, or jointly with a third party or entirely through a third party.

Liquidation and Dissolution

- 7.8. The Society may be wound up or liquidated and dissolved in accordance with the Act.
- 7.9. In the event that the Society should at any time be wound up, liquidated or dissolved, the remaining assets after payment of all debts and liabilities shall be transferred to an organization that shall continue to promote the objectives for which the Society was established.