

BY-LAW NO. 1 – BUSINESS

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By-Law No. 1

A by-law relating to the administrative and domestic affairs of the Association of Professional Geoscientists of Ontario as approved by Council on September 8, 2000, and as amended on September 7, 2001 and October 16, 2001.

BE IT ENACTED

as a by-law of the Association of Professional Geoscientists of Ontario (hereinafter called the "Association") as follows:

INTERPRETATION

1. In this by-law and all other by-laws of the Association hereinafter passed, unless the context otherwise requires:
 - (a) "Act" means the *Professional Geoscientists Act, 2000*;
 - (b) "by-laws" means this By-Law No. 1 and all other by-laws which may be passed under the Act;
 - (c) "executive director" means the executive director appointed by Council;
 - (d) "regulations" means regulations passed under the Act;
 - (e) expressions used herein, unless the contrary intention appears, have the same meanings as in the Act;
 - (f) wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to or any re-enactment of such statute or section as the case may be; and
 - (g) words importing singular number shall include the plural number as the case may be and vice versa.

COUNCIL

2. The first Council shall be appointed by the Minister in accordance with the Act.

3. The term of the first Council shall be determined by the Minister in accordance with the Act.

MEETINGS OF COUNCIL

4. There shall be not less than four meetings of Council in each year.
5. Meetings of Council may be called by the president or the Executive Committee.
6. The agenda for each meeting shall be prepared by the executive director and shall be submitted to the Executive Committee for approval.
7. Notice of the meetings of Council shall be given by the executive director or such person as shall be authorized for such purpose by Council on the direction of the president or the Executive Committee and shall be delivered or mailed or sent by other form of telecommunication to each member of Council not less than seven (7) days before the meeting is to take place. The meeting and notice shall include the text of any motion(s) and supplementary material. No formal notice of any such meeting shall be necessary if all members of Council are present or if those absent have consented in writing, delivered or mailed or sent by other form of telecommunication, to the meeting being held in their absence.
8. The order of business at meetings of Council shall be:
 - (a) such as Council may establish from time to time; and
 - (b) any matter may be brought forward for discussion upon submission to Council in writing by a petition signed by not less than twenty (20) members.
9. (1) In this section, “committee” means any advisory or other committee or subcommittee or other entity composed of members or members of Council and, “meeting” means any regular, special or other meeting of Council or a committee or subcommittee thereof.
 - (2) Except as provided for in this section and the regulations, all meetings shall be open to the public.
 - (3) The Chair of any meeting may expel any person for improper conduct at a meeting.
 - (4) The meeting or part of a meeting may be declared closed to the members and/or the public by the Chair of the meeting at his or her discretion if the subject matter being considered concerns:
 - (a) the security of the property of the Association;
 - (b) personal matters about an identifiable individual;
 - (c) the proposed or pending acquisition of assets by the Association;
 - (d) labour relations or employee negotiations;
 - (e) litigation or potential litigation, including matters before administrative tribunals affecting the Association or a member;
 - (f) the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose; and
 - (g) any other matter which Council determines.
 - (5) Before holding a meeting or part of a meeting that is to be declared closed to the members and/or the public Council or the committee of Council shall state by resolution the fact of the holding of the closed meeting or part of the meeting.
10. The transactions of Council or of any committee are valid notwithstanding the disqualification of members through any defect or irregularity in their election or appointment. No error or omission in giving notice for a meeting of Council shall invalidate such meeting and any member of Council may at any time waive notice of any such meeting and may ratify and approve of any or all of the proceedings taken or had thereat.

MEETINGS OF MEMBERS OF THE ASSOCIATION

11. An annual general meeting of the members of the Association shall be called by Council and shall be held at such place and at such time as shall be determined by Council. The annual general meeting of the members of the Association shall be held within six (6) months of the financial year-end of the Association.
12. Other general meetings of the Association may be called by Council and shall be held at such place and at such time as shall be determined by Council.
13. Notice of the time, place and purpose of the annual meeting and of any other general meeting of the members of the Association shall be given by the executive director, or such person as shall be authorized for such purpose by Council, on the direction of Council, to each member of the Association by sending the notice of such meeting by mail or electronically at least 10 days but not more than 90 days before the time fixed for the holding of the meeting or by publishing the notice of the meeting in the official publication of the Association, a copy of which shall be sent by mail or electronically to each member at least 10 days but not more than 90 days before the time fixed for the meeting. All notices required to be given to members of the Association shall be deemed to have been regularly given if mailed, postage prepaid, addressed to each member at the last address appearing on the register at the time of such mailing or delivered by electronic means addressed to each member at the email address on file at the time of such mailing.
14. A statutory declaration by the executive director or by any person acting on behalf of the executive director shall be conclusive evidence of the notification of meetings to the members.
15. The order of business at annual meetings of the members of the Association shall be:
 - (a) adoption of minutes of the previous meeting;
 - (b) business arising out of the minutes;
 - (c) receipt of the annual financial statements of the Association;
 - (d) appointment of auditors;
 - (e) considering reports from Council and from committees; and
 - (f) such other business, if any, as may properly come before the meeting.

The order of business at other general meetings of the members shall be determined by Council or, if not so determined by Council, by the chair of the meeting. The validity of actions taken at annual meetings of members of the Association shall not be invalid solely by reason of failure to adhere to the order of business set forth in this section.

16. Quorum for a meeting of the Association shall include all practising, temporary and limited members in attendance of the meeting and all proxies received by the executive director not less than twenty-four (24) hours prior to the scheduled commencement of the meeting.

SPECIAL MEETINGS OF MEMBERS OF THE ASSOCIATION

17. Special meetings of the Association may be held when considered necessary by Council or upon written request made to the executive director and signed by not less than fifty (50) practising, temporary or limited members of the Association. Members requesting a special meeting shall provide the executive director with a copy of the motion(s) to be presented at the meeting. A special meeting shall be held not more than forty-five (45) days after the request is received by the executive director.
18. Notice of a special meeting of the Association shall be distributed in writing to all members, either by mail or electronically in an official publication of the Association sent at least fourteen (14) days in advance of the meeting. The notice shall clearly state the object of the meeting, and that no other business shall be transacted at the meeting. The notice shall include a method by which to submit a proxy and the date by which the proxy shall be returned to the executive director.
19. Quorum at a special meeting shall consist of at least twenty-five percent (25%) of the total of all practising, temporary and limited members. The calculation of quorum shall include those in attendance plus all proxies received by the

executive director within the specified time period. If quorum has not been achieved within one hour of the scheduled commencement of the meeting, the meeting shall be terminated.

20. The passing of a motion requires at least a two thirds (2/3) majority of the quorum.
21. Any motion passed at a special meeting shall be considered at the next regular meeting of Council. If Council does not approve a motion brought forward from a special meeting, Council shall return the motion to the petitioners with a statement of Council's reasons for rejection.

GENERAL PROVISIONS AS TO MEETINGS

22. In the absence of proof to the contrary, minutes of any meeting of the Association or of Council or of a committee purporting to be signed by the president or the vice-president and by the executive director or such person as shall be authorized for such purpose by Council or, in the case of a committee, by the committee chair shall be deemed to be a correct record of the proceedings of the meeting.
23. The procedure at all meetings of the Association and of Council shall be governed by the rules laid down in *Bourinot's Rules of Order* (most recent edition) except as required by law and except as amended by the by-laws of the Association. These rules may be amended by Council with respect to meetings of Council and committees of Council by passing Special Rules of Order to supersede *Bourinot's Rules of Order*. No action of the Association or of Council or its committees shall be invalid by reason only of an inadvertent failure to adhere to such rules.
24. Special Rules of Order or any amendments to *Bourinot's Rules of Order* shall remain in effect at meetings of the Association, Council and its committees from the time and date of their enactment to the close of business at the annual general meeting of the Association next following the date of the enactment or until such time as they are duly rescinded, whichever comes first. Special Rules of Order enacted at the annual general meeting of the Association shall remain in effect until the close of business at that meeting.
25. At the first meeting of Council following the annual general meeting of the Association, all Special Rules of Order which were in force immediately before the close of business of the annual general meeting of the Association shall be presented to Council and Council may adopt or amend any part of all of those Special Rules of Order.

MINUTE BOOKS

26. The Association shall cause minutes of all proceedings at meetings of the Association and of Council to be entered in books kept for that purpose.
27. The minutes of all proceedings at meetings of the Association and of Council shall be kept at the head office of the Association and shall be open to inspection by all practising, temporary and limited members during normal business hours.

VOTING BY BALLOT

28. Council may direct that a vote by ballot, either by mail or electronically, may be conducted on any matter related to the Association.
29. Notice of a vote by ballot may be given either by mail or electronically and shall provide full details of the matter to be voted upon and shall be sent to all members at least 30 days in advance of the vote being taken. If at least 30 members of the Association object to the vote by ballot in writing to the Registrar at least three days before the announced date of the vote, the matter shall be held over to a meeting of the Association.
30. At least 10 days prior to the date of the close of ballots, the executive director shall appoint three scrutineers who shall be selected from practising, temporary or limited members of the Association. The method for counting ballots shall be that approved by Council and kept on file in the office of the Association. The scrutineers shall count the votes.
31. In case of equality of results of ballot, the president, or in the absence of the president, the vice-president shall cast the deciding vote.
32. The scrutineers shall provide a report of the results of the voting to the executive director. The executive director shall retain the ballots (or in the case of electronic ballots, the electronic evidence thereof) for a period of 30 days following the next regular meeting of Council, after which they shall be destroyed.

33. A vote by ballot shall be declared valid at the date of close of ballots if at least 10 percent of the temporary, practising, and limited members respond and the matter shall be declared carried or defeated on the basis of a simple majority of the ballots returned.
34. The results of a vote by ballot shall be considered by Council at its next regular meeting.

DUTIES OF MEMBERS OF COUNCIL

35. All members of Council shall comply with the provisions of the Act, the Regulations and the By-laws and shall exercise the powers and discharge the duties of their offices honestly in good faith and in furtherance of the objects of the Association in order that the public interest may be served and protected. All members of Council shall:
 - (a) endeavour to take part in the committee work of the Association and serve actively during their terms of office on any committees to which they have been appointed;
 - (b) endeavour to take part in regional affairs including appearance before regional meetings during their terms of office as a panelist, speaker or representative of Council;
 - (c) endeavour to be present at and participate in the annual meeting of the members of the Association;
 - (d) perform such duties on behalf of the officers of the Association as may be requested, including attendance at local functions as representatives of the Association;
 - (e) ensure that confidential matters coming to their attention as members of Council are not disclosed by them except as required for the performance of their duties or as may be directed by Council or by the president; and
 - (f) disclose any interest they may have, other than as members of Council, in any matter coming before Council and shall not be counted in the quorum in respect of such matter.
36. All elected members of Council and all appointed members of Council shall familiarize themselves with the Act, the Regulations and the By-laws with such other records and documents as may be necessary as background knowledge for the purpose of performance of the duties of their office.

COMMITTEES

37. (1) In addition to the committees prescribed by the Act, Council may also from time to time appoint such other committees as it considers desirable to assist it in the management of the affairs of the Association.
 - (2) The membership of all committees appointed under this section may include one or more members of Council and such members of the Association, with consideration to geographic distribution and field(s) of practice, as Council shall consider desirable (having regard to the need for continuity in the affairs of the Association) and each committee shall perform such duties as assigned by Council from time to time.
 - (3) Each committee shall appoint a Chair and the business of all committees shall be conducted in accordance with Section 23 of this by-law.
 - (4) The president and the vice president shall be ex-officio members of all committees established under this section.
 - (5) Members of Council may attend meetings of committees appointed under this section as observers.
 - (6) The chair, the executive committee or Council may recommend members for appointment, subject to the mutual agreement of the three (3) parties.
 - (7) In the event that a member is recommended for appointment, the names of the appointees shall be presented to Council at its next regular meeting for confirmation.
 - (8) A committee may meet at such times as it deems appropriate.
 - (9) With the exception of the Registration Committee, the Complaints Committee and the Discipline Committee, all meetings may be held wholly or partially via teleconference or electronic mail.

(10) A majority of the committee members constitutes a quorum.

(11) The committee shall conduct its meetings in accordance with the rules governing the proceedings of Council.

(12) Questions arising at any meeting of a committee shall be determined by the majority of those present. In the event of an equality of votes, the chair shall cast the deciding vote.

(13) Each committee shall submit an annual report to Council, and shall submit such other reports as may be requested by Council.

REMUNERATION OF MEMBERS OF COUNCIL AND OTHERS

38. No member of Council, whether elected or appointed shall receive any remuneration from the Association for acting as such, but members of Council may receive reimbursement for expenses as provided in Section 41. Nothing herein contained shall preclude any member of Council from serving the Association in any other capacity and receiving compensation therefore.

39. Council may authorize or provide for the payment of reasonable travel and other expenses incurred by members of Council and members of the Association in connection with the affairs of the Association.

OFFICIALS AND EMPLOYEES

40. The executive director, the Registrar, and such other officials as may be appointed by Council shall have such duties as Council may determine from time to time and shall hold office in accordance with the terms of any contract of service between the Association and such official approved by Council or in the absence of such contract shall hold office at the pleasure of Council.

41. Council may employ or authorize the executive director or other officials of the Association to employ such other persons as may be considered necessary or desirable for the carrying out of the operations of the Association and the conduct of its affairs.

42. The Association may enter into contracts of employment with any official appointed by Council providing for such remuneration, such term of employment and such other matters as may be approved by Council and may enter into such contracts of employment with other employees of the Association as shall be approved by Council or, if authorized for such purpose by Council, as shall be approved by the executive director or by such other official as shall be designated by Council.

INDEMNIFICATION OF STAFF, COUNCILLORS AND COMMITTEE MEMBERS

43. The Association shall indemnify and save harmless any member of Council, member of a committee of the Association or officer or employee of the Association from and against:

(a) costs, charges and expenses that the person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the person, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by the person, in or about the execution of the duties of the person's office; and

(b) other costs, charges and expenses that the person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the person's own willful neglect or default.

44. The Association may purchase and maintain insurance for the benefit of any person referred to in subsection (43) against any liability incurred by the person in his or her capacity as a member of Council, member of a committee of the Association or officer or employee of the Association, except where the liability arises as a result of the person's own willful neglect or default.

CANADIAN COUNCIL OF PROFESSIONAL GEOSCIENTISTS

45. The Association shall be a Constituent Association of the Canadian Council for Professional Geoscientists (CCPG) and with any other boards or committees that may be established for conduct of the business and affairs of the CCPG. The Association shall pay annual dues and related expenses to maintain its status as a constituent Association.

46. Council shall appoint a representative to the CCPG. The Association is a Constituent Association of the CCPG and this individual will be the Director to the CCPG Board of Directors and shall vote at properly constituted meetings of the Board of Directors. The Director shall be appointed for a term of not less than two years.
47. Council shall appoint a representative to the Canadian Geoscience Standards Board (CGSB). The delegate shall be appointed for a term of not less than two years.
48. Council may authorize participation by the Association, the executive director, the Registrar and other staff in the activities of CCPG and with other organizations that it considers appropriate and with similar objectives.

APPLICATION OF FUNDS AND ADMINISTRATION OF PROPERTY

49. Council may approve or authorize the payment of expenses properly incurred in the conduct of the affairs of the Association including but not limited to:
 - (a) expenses incurred in connection with duties imposed on the Association under the Act, including expenses in connection with applications for certificates of registration, granting of certificates of authorization, maintaining of registers by the Registrar, hearings under the Act and appeals therefrom, and proceedings with respect to offences under the Act;
 - (b) remuneration of officials and employees of the Association and payment of all other expenses, including the cost of maintenance of premises, incurred in the operation of the head office of the Association; and
 - (c) expenses incurred in the conduct and provision of such incidental services to encourage and assist members in the development of their professional competence and conduct and in carrying on the practice of professional geoscience as are approved by Council and as are consistent with the service and protection of the public interest in accordance with the objects of the Association, including salary surveys and information, employment and career counselling, continuing education, education counselling, publication of a journal and other material and liaison with government and industry with respect to the foregoing.
50. All monies received by or on behalf of the Association shall be deposited in the name of the Association in one or more chartered banks or trust companies designated by Council. All payments of the Association shall be made by two authorized officials in accordance with the Accounting Procedures established by Council.
51. Monies of the Association not immediately required may be invested and re-invested in any investments that may from time to time be authorized investments for joint stock insurance companies and cash mutual insurance corporations under *the Corporations Act*, R.S.O. 1990, c. C.38.
52. All shares and securities owned by the Association shall be registered in the name of the Association and shall be lodged with a chartered bank or trust company or in a safety deposit box subject to access only by the president, the vice-president, or the treasurer accompanied by the executive director or such other official as authorized by Council.
53. Council shall be empowered from time to time to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immoveable, real or personal, or any interest therein owned by the Association for such consideration and upon such terms and conditions as Council may deem advisable.
54. Council may from time to time:
 - (a) borrow money upon the credit of the Association by obtaining loans or advances or by way of overdraft or otherwise;
 - (b) sell or pledge any securities owned by the Association, including bonds, debentures or debenture stock, for such sums on such terms and at such prices as they may deem expedient; and
 - (c) assign, transfer, convey, hypothecate, mortgage, pledge, charge or give security in any manner, upon all or any of the real or personal, moveable or immoveable property, rights, powers, choices in action, or other assets, present or future, of the Association to secure any such securities or other securities of the Association, or any money borrowed or to be borrowed or any obligations or

liabilities as aforesaid or otherwise of the Association heretofore, now or hereafter made or incurred directly or indirectly, or otherwise.

55. The Executive Committee, as established by By-Law No. 7, is empowered and hereby given authority to exercise any power of Council granted pursuant to sections 53 and 54 with respect to budgets approved by Council and for amounts less than \$3,000 per transaction which are not included by the budget.
56. Deeds, transfers, contracts and other instruments requiring the signature of the Association may be signed by the president, the vice-president, the treasurer or another member of Council and by the executive director or such person as shall be authorized for such purpose by Council or another member of Council and the seal of the Association shall be affixed to such instruments as require the same. Council may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, contract or instrument of the Association or any class thereof may or shall be signed and the corporate seal shall be affixed to any such instruments as require the same.
57. The executive director shall be, and other employees and signing officers may be, bonded under fidelity bonds of guarantee companies and in such amounts as may be approved or determined by Council. The cost of all such bonds shall be paid by the Association.

BOOKS OF ACCOUNT

58. The Association shall maintain proper books of account and accounting records with respect to all financial and other transactions of the Association and, without derogating from the generality of the foregoing, records of:
 - (a) all sums of money received and disbursed by the Association and the matters with respect to which receipt and disbursement took place;
 - (b) all assets and liabilities of the Association; and
 - (c) all other transactions affecting the financial position of the Association.

FISCAL YEAR

59. The fiscal year of the Association shall be the calendar year.

AUDITOR

60. The members at each annual meeting shall appoint one or more auditors who shall be chartered accountants to hold office until the next annual meeting and if an appointment is not so made, the auditor in office shall continue in office until a successor is appointed.
61. The auditor shall examine the financial or other records of the Association for the current year and prepare a statement of account and report to the members.

FINANCIAL STATEMENTS

62. Council shall present a financial statement and the auditor's report of the previous fiscal year at each annual general meeting. The financial statement and auditor's report shall be published in the official publication of the Association.

SEAL AND OTHER INSIGNIA

63. The Corporate Seal of the Association, shown in Schedule A, shall be of such design as approved by Council and when used on official documents, shall be authenticated by the signature of the president, the vice president, the treasurer, the executive director, the Registrar, or such person as shall be authorized for such purpose by Council. A printed or electronic facsimile of the Corporate Seal may be used to designate official pronouncements or decisions of Council when such is authorized by the executive director or such person as shall be authorized for such purpose by Council.
64. Council may adopt other insignia from time to time and provide for their use.

AMENDMENTS TO REGULATIONS

65. Proposals for amendments to regulations and for new regulations may,
- (a) originate in Council; and
 - (b) be submitted to Council in writing by a petition signed by not fewer than thirty (30) members.
66. Council shall consider all petitions received as provided in clause (b) and,
- (a) if Council approves a proposal for an amendment to a regulation or for a new regulation, the proposal shall be submitted to the Minister for consideration,
 - (b) if Council does not approve the proposal for amendment to a regulation or for a new regulation, Council shall return the proposals to the petitioners with a statement of Council's reasons for rejection.

AMENDMENTS TO BY-LAWS

67. The by-laws may be amended or revoked and new by-laws may be passed from time to time in accordance with and subject to the Act and Regulations. Proposals for amendment of the by-laws may,
- (a) originate in Council; or
 - (b) be submitted to Council in writing by a petition signed by not fewer than thirty (30) members.
68. Council shall consider all proposed by-laws or amendments to by-laws. If the proposal is accepted by Council, the proposal shall be submitted for consideration at the next annual general meeting.
69. Proposed by-laws or amendments to by-laws, except during the transitional period, shall not be effective unless approved by a two-thirds (2/3) majority of the total of practising, temporary and limited members voting at the meeting and by proxy, or shall be submitted to the practising, temporary and limited members for a vote by ballot as set out in this By-law.

SCHEDULE "A"
CORPORATE SEAL