

GENERAL OPERATING BY-LAW NO. 1A

A by-law relating generally to the conduct of the affairs of
ASSOCIATION OF PROFESSIONAL GEOSCIENTISTS OF ONTARIO
(the “Corporation”)

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GENERAL OPERATING BY-LAW NO. 1A

A By-law relating generally to the conduct of the affairs of
ASSOCIATION OF PROFESSIONAL GEOSCIENTISTS OF ONTARIO
(the "Corporation")

WHEREAS the Corporation was incorporated under section 27 of the Ontario *Professional Geoscientists Act, 2000, S.O. 2000, c. 13* under the name "Association of Professional Geoscientists of Ontario" in English and "Ordre des géoscientifiques professionnels de l'Ontario" in French;

AND WHEREAS By-law No. 1 relating to the administrative and domestic affairs of the Corporation was approved by Council on September 8, 2000, and was amended on September 7, 2001, October 16, 2001 and June 14, 2012;

AND WHEREAS it is determined necessary to replace By-law No. 1 with General Operating By-law No. 1A herein;

NOW THEREFORE BE IT ENACTED that the following By-law be enacted as the General Operating By-law of the Corporation as follows:

SECTION I INTERPRETATION

1.01 Definitions

In this By-law and all other By-laws and resolutions of the Corporation, unless the context otherwise requires:¹

- (a) "Act" means the Ontario *Professional Geoscientists Act, 2000, S.O. 2000, c. 13*, including any Regulations made pursuant thereto, and any statute or regulations substituted therefor, as amended from time to time.
- (b) "By-laws" means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.
- (c) "Corporation" means the legal entity incorporated as a corporation without share capital under section 27 of the Ontario *Professional Geoscientists Act, 2000, S.O. 2000, c. 13* under the name "Association of Professional Geoscientists of Ontario" in English and "Ordre des géoscientifiques professionnels de l'Ontario" in French.
- (d) "Council" means the council of the Corporation;
- (e) "Councillor" means a member of the Council.
- (f) "Executive Director" means the executive director who shall be the chief executive officer of the Corporation and may carry the title of Chief Executive Officer.
- (g) "Member" means a member of the Corporation and "Members" or "Membership" means the collective membership of the Corporation.
- (h) "Minister" means the minister responsible for the administration of the Act.
- (i) "Officer" means an officer of the Corporation.

¹ By-law No. 1, section 1.

(j) "Regulations" means regulations made under the Act.

1.02 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:²

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only shall include the plural and *vice versa*;
- (c) the word "person" shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative;
- (d) words importing the masculine gender include the feminine and neuter genders;
- (e) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (f) if any of the provisions contained in the By-laws are inconsistent with those contained in the Act, the Regulations, the provisions contained in those documents as the case may be, shall prevail.

SECTION II COUNCILLORS

2.01 Powers

Pursuant to the Act, the Council shall manage the affairs of the Corporation.

2.02 Duties of Councillors

- (a) All Councillors 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 Corporation in order that the public interest may be served and protected. All Councillors shall:³
 - (i) endeavour to take part in the committee work of the Corporation and serve actively during their terms of office on any committees to which they have been appointed;
 - (ii) 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;
 - (iii) endeavour to be present at and participate in the annual meeting of the Members of the Corporation;
 - (iv) perform such duties on behalf of the officers of the Corporation as may be requested, including attendance at local functions as representatives of the Corporation;

² By-law No. 1, section 1.

³ By-law No. 1, section 35, with minor changes in wording.

- (v) ensure that confidential matters coming to their attention as Councillors 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
 - (vi) disclose any interest they may have, other than as Councillors, in any matter coming before Council and shall not be counted in the quorum in respect of such matter.
- (b) All elected Councillors and all appointed Councillors 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.⁴

2.03 Number and Composition

- (a) Pursuant to the Act, the Council shall be composed of twenty (20) Councillors, as follows:⁵
- (i) Three (3) Councillors by virtue of their office (“Ex Officio Councillors”) who must be Members of the Corporation:
 - (1) the president, *ex officio*;
 - (2) the vice-president, *ex officio*;
 - (3) the past president, *ex officio*;
 - (ii) Three (3) Councillors appointed by the Lieutenant Governor in Council (“LGC Councillors”):
 - (1) two (2) Councillors appointed from among Members of the Corporation (“Member LGC Councillors”);
 - (2) one (1) Councillor who must not be a Member of the Corporation (“Non-Member LGC Councillor”);
 - (iii) Five (5) Councillors appointed by the Council from among persons who are not Members of the Corporation or are Geoscientists-in-Training (“Appointee Councillors”);
 - (iv) Five (5) Councillors elected by the Members, with one elected from among the Members in each of the regions (“Regional Councillors”); and
 - (v) Four (4) Councillors elected by the Members from among the Members of the Corporation at large (“Councillors-at-large”).
- (b) For purpose of Section 2.03(a)(iv), there shall be the following five (5) regions: Northwestern, Northeastern, Southwestern, Central, and Southeastern. The distribution of regions shall be decided by the Council according to the rules of proportional representation with due regard to adequate representation across the province of Ontario.⁶ The regions are established based on Canada Post’s forward sortation areas as indicated in the map set out in Schedule A.⁷

2.04 Qualifications

- (a) Each Councillor shall meet all of the following qualification requirements, in addition to those set out in Section 2.03(a): is an individual who is at least 18 years of age, has not been found under the *Substitute*

⁴ By-law No. 1, s. 36.

⁵ By-law No. 8, s. 1.

⁶ By-law No. 8, s. 3.

⁷ By-law No. 8, Schedule A.

Decisions Act, 1992 or under the *Mental Health Act* to be incapable of managing property; has not been found to be incapable by any court in Canada or elsewhere, does not have the status of a bankrupt.

- (b) Where a Councillor is required to be a Member of the Corporation (that is, for greater certainty, the Ex Officio Councillors, the Member LGC Councillors, Regional Councillors, and Councillors-at-large) the individual must be a person who is a practising, temporary or limited Member whose registration has not been suspended who is a resident of Ontario at the time of election or appointment as the case may be and during the term of office.⁸
- (c) Each of the Regional Councillors shall reside in the region that the person is elected to represent at the time of election and during the term of office.⁹
- (d) Ex Officio Councillors shall meet the qualification requirements in Section 2.05.
- (e) Councillors who are not Members shall be persons who agree to further the purposes of the Corporation and agree with the provisions in the By-laws, Regulations, and policies of the Corporation.
- (f) The Council may adopt policies from time to time to govern the composition of the Council, including but not limited to diversity, personal skills, and needs of the Corporation.

2.05 Ex Officio Councillors

- (a) The vice-president shall be elected by the Members for a one (1) year term from among Members who had served for at least one (1) year on the Council in any prior years. The vice-president shall be a Councillor *ex officio*.¹⁰
- (b) From time to time, the person who has served as the vice-president in the immediately preceding term shall serve as the president for a one (1) year term. The president shall be a Councillor *ex officio*.
- (c) From time to time, the person who has served as the president in the immediately preceding term shall serve as the past president for a one (1) year term. The past president shall be a Councillor *ex officio*.
- (d) The vice-president, president, and past president shall meet the requirements set out in Section 2.04(a) and Section 2.04(b). They shall be officers of the Corporation in accordance with Section 7.01.

2.06 Term

- (a) The term of office of the vice-president shall be one (1) year calculated from the close of the first annual meeting of the Members after the vice-president is elected until the close of the next annual meeting next following or until the successor is elected.
- (b) The term of office of the president and past president shall be one (1) year calculated from the first annual meeting of the Members after the person completed their term serving as vice-president and president, respectively, in accordance with Section 2.05(b) and Section 2.05(c) and thereby becoming president or past president, respectively, until the close of the next annual meeting next following or until the successor is elected.

⁸ By-law No. 8, s. 19.

⁹ By-law No. 8, s. 11.

¹⁰ By-law No. 8, s. 5 and 6.

- (c) The term of office of the remaining Councillors shall be three (3) years calculated from the close of the first annual meeting of the Members after they are elected or appointed until the close of the third (3rd) annual meeting next following or until the successor is elected.¹¹

2.07 Rotation

The Regional Councillors and Councillors-at-large shall be elected and shall retire in rotation so that a maximum of three (3) Regional Councillors and Councillors-at-large may be elected in any one (1) year.¹²

2.08 Maximum Term and Re-Election Eligibility

- (a) All Councillors may serve a maximum of three (3) consecutive full terms regardless of the capacity the person serves on the Council referred to in Section 2.03.¹³ Notwithstanding the above, a person who is elected to be the vice-president in the last year of the maximum number of terms shall be permitted to serve two (2) additional years on Council to complete the office of president and past president in the following two (2) years.
- (b) A Councillor will be eligible for election or appointment to the Council at the end of his or her term up to the maximum number of terms provided that such person continues to meet the qualification requirements to be a Councillor.¹⁴ Upon the completion of the maximum term on Council, a minimum of a one (1) year absence is required before eligibility for election or appointment to Council is restored.
- (c) A person who has held the office of vice president, president or past president, shall not be eligible for election or appointment to Council for a period of three (3) years after having served the last of these positions in the three year progression. For greater certainty, (i) a person who have held the office of vice president but did not proceed to serve as president, shall not be eligible for election or appointment to Council for a period of three (3) years after having served as the vice president, (ii) a person who have held the office of president but did not proceed to serve as past president, shall not be eligible for election or appointment to Council for a period of three (3) years after having served as the president; and (iii) a person who have held the office of past president (after having served as the president in the immediate past term) shall not be eligible for election or appointment to Council for a period of three (3) years after having served as the past president.¹⁵

2.09 Ceasing to Hold Office

- (a) A Councillor ceases to hold office when the Councillor dies.
- (b) A resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.
- (c) A Councillor ceases to hold office if the person resigns for any reasons.
- (d) A Councillor, other than a LGC Councillor, ceases to hold office if the person is removed from office by the Council by a two-thirds (2/3rds) majority vote of those present and voting if the person no longer fulfils all of

¹¹ By-law No. 8, s. 9, first sentence.

¹² By-law No. 8, s. 10.

¹³ By-law No. 8, s. 9, second sentence; and section 28(c) of By-law No. 7.

¹⁴ By-law No. 8, s. 14 and 15.

¹⁵ By-law No. 8, s. 16 with changes and better clarity on how long they would need to be off Council before becoming elected or appointed again.

the qualifications to be a Councillor, if the person fails to comply with the Code of Conduct, or for other reasons as are determined by the Council.¹⁶

- (e) The Council may request the Lieutenant Governor in Council to remove a LGC Councillors from office, by a two-thirds (2/3rds) majority vote of those present and voting, if the person no longer fulfils all of the qualifications to be a Councillor, if the person fails to comply with the Code of Conduct, or for other reasons as are determined by the Council.
- (f) If a Councillor no longer fulfils all of the qualifications to be a Councillor, if the person fails to comply with the Code of Conduct, or for other reasons as are determined by the Council, the Council may, in addition or instead of taking action under articles (d) and (e), by majority vote of those present and voting, censure the individual, remove some or all of their responsibilities, or take other action not inconsistent with the legislation and the By-Laws.

2.10 Filling Vacancies

- (a) In the event that the president position is vacant, the remainder of the term may be filled by the Council appointing an individual from among all former past presidents, provided that the person so appointed is a practising, temporary or limited Member, and failing which the position shall be filled by the vice-president, or failing that by the Council appointing a Councillor to serve the remainder of the term.¹⁷
- (b) In the event that the vice-president position is vacant, the position shall be filled by the Council appointing a Councillor to serve the remainder of the term.¹⁸
- (c) In the event that the past president position is vacant, the remainder of the term may be filled by the Council appointing the most recent former past president, and failing which by the Council appointing an individual from among all former past presidents, provided that the person so appointed is a practising, temporary or limited Member.
- (d) In the event that a Member LGC Councillor position is vacant, the position shall be filled by the Lieutenant Governor in Council appointing a qualified individual who is a practising, temporary or limited Member to serve the remainder of the term.
- (e) In the event that a Non-Member LGC Councillor position is vacant, the position shall be filled by the Lieutenant Governor in Council appointing a qualified individual to serve the remainder of the term.
- (f) In the event that an Appointee Councillor position is vacant, the position shall be filled by Council appointing a qualified individual to serve the remainder of the term.
- (g) In the event that a Regional Councillor position is vacant, the position shall be filled by the Council appointing a qualified individual who is a practising, temporary or limited Member who resides in the same region to serve the remainder of the term, provided that if there had been an election for the position, the person with the next highest vote count at the last election shall be appointed.¹⁹
- (h) In the event that a Councillor-at-large position is vacant, the position shall be filled by the Council appointing a qualified individual who is a practising, temporary or limited Member to serve the remainder of the term,

¹⁶ By-law No. 8, s. 11, 12, 13, 17.

¹⁷ By-law No. 8, s. 7. Also changes on how the vacancy position may be filled by Council.

¹⁸ By-law No. 8, s. 8.

¹⁹ By-law No. 8, s. 12.

provided that if there had been an election for the position, the person with the next highest vote count at the last election shall be appointed.²⁰

2.11 Appointment Process

- (a) Candidates for LGC Councillors shall be nominated in accordance with the nomination process of the Lieutenant Governor in Council that is in place from time to time for appointment by the Lieutenant Governor in Council.
- (b) Candidates for Appointee Councillors shall be nominated in accordance with the nomination policy that is in place from time to time for appointment by the Council.

2.12 Election Process

The process for election of the vice-president, Regional Councillors and Councillors-at-large shall be conducted in accordance with the By-laws of the Corporation that are in place from time to time.²¹

SECTION III MEETINGS OF COUNCIL

3.01 Place of Meetings

Meetings of the Council may be held at the head office of the Corporation or at any other place in Ontario as the Council may determine. For greater certainty, a Council meeting may be held by telephonic or electronic means as set out in Section 3.06.

3.02 Calling of Meetings

Meetings of the Council may be called by the president, the vice-president, the Executive Committee, or any three (3) Councillors at any time.²²

3.03 Notice of Meeting

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. Notice shall be delivered or mailed or sent by other form of telecommunication to each Councillor not less than seven (7) days before the meeting is to take place. The notice shall include the text of any motion(s) and supplementary material. No formal notice of any such meeting shall be necessary if all Councillors 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.²³ Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

3.04 Regular Meetings

There shall be not less than four meetings of Council in each year.²⁴ The Council may appoint a day or days in any month or months for regular Council meetings at a place and hour to be named.

²⁰ By-law No. 8, s. 13.

²¹ This refers to the mechanical nomination and election process in sections 18 to 39 of By-law No. 8. As such, sections 1 to 17 of By-law No. 8 have been incorporated into this By-law and therefore can be deleted from By-law No. 8.

²² By-law No. 1, s. 5.

²³ By-law No. 1, s. 7, with minor wording changes.

²⁴ By-law No. 1, s. 4.

3.05 Quorum

- (a) A quorum for the transaction of business at any Council meeting shall be a majority of the Councillors then in office. Only those Councillors present in person, by telephone or electronically shall be counted in determining whether or not a quorum is present.
- (b) Despite article (a), the quorum at a meeting of Council held under s. 14 of the Act to consider an appeal from a decision of the Registration Committee is five Councillors then in office. That quorum can be reduced to a minimum of three Councillors then in office if, for any reason, a Councillor is not able to continue to consider an appeal that has already commenced.

3.06 Meeting by Telephone or Electronic Means

- (a) A Councillor may participate in a Council meeting by means of a telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Councillor participating in the meeting by such means shall be deemed to have been present at that meeting.
- (b) If all the Councillors present at or participating in the meeting consent, a Council meeting may be held by means of a telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

3.07 Chair of Meetings

The chair of Council meetings shall be the president, or the vice-president if the president is absent or unable to act. In the event that the president and the vice-president are absent, the Councillors who are present shall choose one of their number to chair the meeting.

3.08 Votes to Govern

Each Councillor may exercise one (1) vote. At all Council meetings, every question shall be decided by a simple majority of the votes cast on the question unless otherwise required by the By-Laws. The chair of the meeting may not vote, except in case of an equality of votes, in which case the chair shall have a casting vote.

3.09 Persons Entitled to be Present at Council Meetings

- (a) Persons entitled to be present at a Council meeting shall be Councillors, and such other persons who are entitled or required under any provision of the Act, the Regulations, or By-laws of the Corporation to be present at the meeting. Other persons may be admitted on the invitation of the chair of the meeting or by resolution of the Council.
- (b) Notwithstanding the above, all Council meetings shall be open to Members and the public except as provided for in this Section, the Act and Regulations.²⁵
- (c) The chair of a meeting may expel any person for improper conduct at a meeting.²⁶
- (d) The Council meeting or part of a Council 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 any of the following:²⁷

²⁵ By-law No. 1, s. 9(1) and 9(2).

²⁶ By-law No. 1, s. 9(3).

²⁷ By-law No. 1, s. 9(4).

- (i) the security of the property of the Corporation;
 - (ii) personal matters about an identifiable individual;
 - (iii) the proposed or pending acquisition of assets by the Corporation;
 - (iv) labour relations or employee negotiations;
 - (v) litigation or potential litigation, including matters before administrative tribunals affecting the Corporation or a Member;
 - (vi) the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose; or
 - (vii) any other matter which Council determines.
- (e) Before holding a Council meeting or part of a Council meeting that is to be declared closed to the Members and/or the public, the Council shall state by resolution the fact of the holding of the closed meeting or part of the meeting.²⁸

3.10 Petition for Discussion at Council Meetings

- (a) Any matter may be brought forward for discussion at Council meetings on written petition signed by not less than twenty (20) practising, temporary or limited Members whose registration has not been suspended.²⁹
- (b) The written petition shall be delivered to the Executive Director or the Secretary of the Corporation, together with a copy of the motion(s) to be presented at the meeting. The matter contained in the petition shall be brought forward at the next Council meeting if the petition was received prior to the notice for Council meeting has been sent. If a petition is received after notice for a Council meeting has been sent, the Council may bring forward the matter at that Council meeting or the following Council meeting.

3.11 Irregularities

The transactions of Council or of any committee are valid notwithstanding the disqualification of Councillors through any defect or irregularity in their election or appointment.³⁰

SECTION IV MEMBERS

4.01 Membership Matters

Membership matters (including classification, registration, application, fees and dues, suspension, revocation; appeal, complaints and discipline) are governed in accordance with the Act, Regulations, and applicable By-laws and policies of the Corporation.

²⁸ By-law No. 1, s. 9(5).

²⁹ By-law No. 1, s. 8(b).

³⁰ By-law No. 1, s. 10, first sentence. The second sentence is dealt with in the general meeting provisions.

SECTION V MEETINGS OF MEMBERS

5.01 Meeting of Members

A “meeting of Members” or “Members’ meetings” shall include an annual meeting of Members and a special meeting of Members.

5.02 Annual Meetings

An annual meeting of Members shall be held at such time in each year, as the Council may from time to time determine, provided that the annual meeting must be held not later than six (6) months after the end of the Corporation’s preceding financial year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation, appointing the auditor, considering reports from Council and from committees, and transacting such other business as may properly be brought before the meeting or is required under the Act.³¹

5.03 Special Meetings

- (a) The Council may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members as determined by Council.³²
- (b) The Council shall call a special general meeting of Members on written requisition signed by not less than fifty (50) practising, temporary or limited Members whose registration has not been suspended. The written requisition shall be delivered to the Executive Director or the Secretary of the Corporation, together with a copy of the motion(s) to be presented at the meeting. The special meeting shall be called not more than sixty (60) days after the written requisition is received by the Executive Director.³³

5.04 Place of Meetings

Meetings of Members may be held at any place within Ontario as the Council may determine.³⁴ For greater certainty, a Council meeting may be held by telephonic or electronic means as set out in Section 5.08.

5.05 Notice of Meetings

- (a) Notice of the time, place and purpose of an annual meeting of Members shall be given by the Executive Director, or such person as shall be authorized for such purpose by Council, on the direction of Council. Notice of such meeting shall be sent to each Member whose registration has not been suspended by mail or by electronic means at least ten (30) 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 Corporation, a copy of which shall be sent by mail or by electronic means to each Member whose registration has not been suspended at least ten (30) days but not more than ninety (90) days before the time fixed for the meeting.³⁵
- (b) Notice of the time, place and purpose of a special meeting of Members shall be distributed in writing to all Members whose registration has not been suspended, either by mail or by electronic means in an official publication of the Corporation sent at least fourteen (14) days in advance of the meeting. Notice of a special

³¹ By-law No. 1, s. 11 and 15.

³² By-law No. 1, 17, with minor wording inserted.

³³ By-law No. 1, 17

³⁴ By-law No. 1, s. 12.

³⁵ By-law No. 1, s. 13, with minor wording inserted. Replaced “... by mail or electronically...” with “... by mail or by electronic means...” Also removed reference to “other general meeting of Members.” Also changed minimum 10 days to 30 days’ notice.

meeting of Members shall state the nature of that business and no other business shall be transacted at the meeting.³⁶

- (c) All notices required to be given to Members 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.³⁷
- (d) 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.³⁸
- (e) A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

5.06 Chair of Meetings

The chair of Members' meetings shall be the president, or the vice-president if the president is absent or unable to act. In the event that the president and the vice-president are absent, the Members shall choose one of their number to chair the meeting.

5.07 Quorum

A quorum at any meeting of the Members shall be sixteen (16) practising, non-practising, temporary and limited Members whose registration has not been suspended. If quorum has not been achieved within one hour of the scheduled commencement of the meeting, the meeting shall be terminated. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member may be present in person, by proxy or, by telephonic or electronic means.³⁹

5.08 Meetings by Electronic Means

- (a) If the Council chooses to make available a telephonic or electronic means that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by such means. A person participating in a meeting by such means is deemed to be present at the meeting.
- (b) The Council may determine that a meeting of Members be held entirely by means of a telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

5.09 Proxy Voting

- (a) Every Member entitled to vote at a meeting of Members may appoint a proxyholder, or one or more alternate proxyholders, who must be a Member of the Corporation, to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy.
- (b) The Council may fix a time not exceeding 24 hours, excluding Saturdays and holidays, before any meeting or continuance of an adjourned meeting of the Members before which time proxies to be used at that meeting

³⁶ By-law No. 1, s. 18. Replaced "... by mail or electronically..." with "... by mail or by electronic means..."

³⁷ By-law No. 1, s. 13.

³⁸ By-law No. 1, s. 14.

³⁹ By-law No. 1, s. 16 and 19, but revised.

must be deposited with the Corporation or an agent of the Corporation, and any period of time so fixed must be specified in the notice calling the meeting.⁴⁰

5.10 Votes to Govern

Each practising, non-practising, temporary and limited Member whose registration has not been suspended is eligible to cast one (1) vote. At all meetings of the Members, every question shall be determined on a show of hands by a majority of votes cast unless otherwise specifically provided by the Act, Regulations, or by By-laws.⁴¹ The chair of the meeting may not vote, except in case of an equality of votes, in which case the chair shall have a casting vote.

5.11 Show of Hands

Subject to the Act, the Regulations, and the By-laws, except where a ballot is demanded, voting on any question proposed for consideration at a meeting of Members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

5.12 Ballots

For any question proposed for consideration at a meeting of Members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any Member or proxyholder may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the Members on the question shall be determined by the result of such ballot.

5.13 Persons Entitled to be Present

- (a) Persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Councillors, and the auditor of the Corporation, and such other persons who are entitled or required under any provision of the Act, the Regulations, or By-laws of the Corporation to be present at the meeting. Other persons may be admitted on the invitation of the chair of the meeting or by resolution of the Members.
- (b) Notwithstanding the above, meetings of Members shall be open to the public except as provided for in this Section, the Act and Regulations. A meeting of Members or part of a meeting of Members may be declared closed to the public by the chair of the meeting at his or her discretion or upon motion by the Members.

5.14 Adjournment

The chair of any meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

5.15 Voting by Ballots In Lieu of Meeting

- (a) Council may direct that a Membership vote by ballot, either by mail or electronically, may be conducted on any matter related to the Corporation.⁴²
- (b) 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 thirty (30) days in advance of the vote being taken. If at least thirty (30) Members of the Corporation object to the vote by ballot in writing to the Registrar

⁴⁰ The 24-hour requirement is based on s. 16 of By-law No. 1.

⁴¹ By-law No. 1, s. 20.

⁴² By-law No. 1, s. 28 to s. 34, with minor changes in wording.

at least 3 days before the announced date of the vote, the matter shall be held over to be decided at a meeting of the Members.

- (c) At least ten (10) days prior to the date of the close of ballots, the Executive Director shall appoint two scrutineers who shall be selected from practising, non-practising, temporary or limited Members of the Corporation. The method for counting ballots shall be that approved by Council and kept on file in the office of the Corporation. The scrutineers shall count the votes.
- (d) Each practising, temporary and limited Member whose registration has not been suspended is eligible to cast one (1) vote. 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. For greater certainty, the president or vice-president who has the right to cast the deciding vote may not vote at the first instance in the balloting, except in case of an equality of votes, in which case the person shall have a casting vote.
- (e) 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 thirty (30) days following the next regular meeting of Council, after which they shall be destroyed.
- (f) A vote by ballot shall be declared valid at the date of close of ballots if at least 10 percent (10%) of the practising, non-practising, temporary and limited Members respond and the matter shall be declared carried or defeated on the basis of a simple majority of the ballots returned.
- (g) The results of a vote by ballot shall be considered by Council at its next regular meeting.

SECTION VI OTHER MEETING MATTERS

6.01 Minutes and Evidence of Proceedings

- (a) The Corporation shall cause minutes of all proceedings at meetings of Members and of Council to be entered in books kept for that purpose.⁴³
- (b) The minutes of all proceedings at meetings of Members and of Council shall be kept at the head office of the Corporation and shall be open to inspection by all practising, non-practising, temporary and limited Members during normal business hours.⁴⁴
- (c) In the absence of proof to the contrary, minutes of any meeting of Members 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, and the meeting shall be deemed to have been duly called, constituted and held and all proceedings had thereat to have been duly had and all appointments made thereat shall be deemed to have been duly made.⁴⁵

6.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

⁴³ By-law No. 1, s. 26.

⁴⁴ By-law No. 1, s. 27.

⁴⁵ By-law No. 1, s. 22.

6.03 Omissions and Errors

The accidental omission to give any notice to any Member, Councillor, member of a committee of the Council or auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.⁴⁶

6.04 Waiver of Notice

Any Member, proxyholder, Councillor, member of a committee of the Councillor or auditor may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Council or of a committee of the Council, which may be given in any manner.

6.05 Rules of Order for Meetings

- (a) The procedure at all meetings of Members and of Council which have not been provided for in the Act, the Regulations, or the By-laws 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 Corporation. 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 Members or of Council or its committees shall be invalid by reason only of an inadvertent failure to adhere to such rules.⁴⁷
- (b) Special Rules of Order or any amendments to *Bourinot's Rules of Order* shall remain in effect at meetings of Members, Council and its committees from the time and date of their enactment until such time as they are duly rescinded. Special Rules of Order enacted at the annual general meeting of the Members shall remain in effect until the close of business at that meeting.
- (c) At the first meeting of Council following the annual general meeting of the Members, all Special Rules of Order which were in force immediately before the close of business of the annual general meeting of the Members shall be presented to Council and Council may adopt or amend any part of all of those Special Rules of Order.

SECTION VII OFFICERS

7.01 Officer Positions

The officers of the Corporation shall be the president, vice-president, past president, secretary, treasurer, and Executive Director.

7.02 Qualifications, Election, Appointment and Term

- (a) All officers shall be Councillors, except the Executive Director.
- (b) The president, vice-president and past president shall be elected by the Members to hold a one (1) year term in accordance with Section 2.05(a).
- (c) The Chair of the Governance Committee appointed by the Council from among the Councillors shall serve as secretary. The Council shall appoint a Councillor to serve as treasurer. The secretary and treasurer shall serve a one (1) year term until the first Council meeting immediately following the annual meeting of the Members. The Council may remove, whether for cause or without cause, secretary and treasurer of the Corporation.

⁴⁶ By-law No. 1, s. 10 second sentence, with wording changes.

⁴⁷ By-law No. 1, s. 23.

Unless so removed, the secretary and treasurer shall hold office until the earlier of the expiry of the person's term of office, the successor is appointed, the person resigns, the person ceases to be a Councillor, or the person dies. If the office of the secretary or treasurer shall be or become vacant, the Council may appoint another Councillor to fill such vacancy for the remainder of the term. The maximum number of consecutive terms for secretary and treasurer is three (3) terms of one (1) year. Upon the completion of the maximum term, a minimum of a one (1) year absence is required before eligibility for re-appointment to be a secretary or treasurer.

- (d) The Executive Director shall serve at the discretion of the Council.
- (e) The duties of the officers shall be designated by the Council from time to time. The Council may delegate to the officers the power to manage the affairs of the Corporation.

SECTION VIII COMMITTEES AND POLICIES

8.01 Policies

The Council may adopt, amend, or repeal by resolution such policies that are not inconsistent with By-laws of the Corporation relating to the management and operation of the Corporation as the Council may deem appropriate from time to time. Any policy adopted by the Council shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Council.

SECTION IX REMUNERATION, OFFICIALS, AGENTS, AND EMPLOYEES

9.01 Remuneration of Councillors and Others

- (a) No Councillors, whether elected or appointed, shall receive any remuneration from the Corporation for acting as such, but Councillors may be reimbursed for reasonable expenses incurred in performing their duties. Nothing herein contained shall preclude any Councillors from serving the Corporation in any other capacity and receiving remuneration therefor.⁴⁸
- (b) Council may authorize or provide for the payment of reasonable travel and other expenses incurred by Councillors and Members in connection with the affairs of the Corporation.⁴⁹

9.02 Officials, Agents, Employees

- (a) An Executive Director may be appointed by Council to have such duties as Council may determine from time to time and to hold office in accordance with the terms of any contract of service with the Corporation approved by Council or in the absence of such contract shall hold office at the pleasure of Council.⁵⁰
- (b) The Council may employ or authorize the Executive Director or other officials of the Corporation to employ such other persons as may be considered necessary or desirable for the carrying out of the operations of the Corporation and the conduct of its affairs.⁵¹
- (c) The Corporation 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 Corporation as shall be approved by

⁴⁸ By-law No. 38.

⁴⁹ By-law No. 39.

⁵⁰ By-law No. 40.

⁵¹ By-law No. 41.

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.⁵²

- (d) 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 Corporation.⁵³

SECTION X PROTECTION OF COUNCILLORS AND OTHERS

10.01 Immunity and Indemnity

- (a) Pursuant to the Act, no action or other proceeding for damages shall be instituted against the Corporation, a Councillor, member of a committee of the Corporation or employee or agent of the Corporation for any act done in good faith in the performance or intended performance of a duty or in the exercise or intended exercise of a power under this or any other Act or for any alleged neglect or default in the performance or exercise in good faith of such a duty or power.
- (b) Pursuant to the Act, the Corporation shall indemnify every Councillor, member of a committee of the Corporation or employee or agent of the Corporation for all costs, charges and expenses sustained or incurred by him/her or relating to an action or other proceeding described in subsection (a), but not for any costs, charges and expenses that are caused by the person's own wilful neglect or default.⁵⁴

10.02 Insurance

The Corporation may purchase and maintain insurance for the benefit of any person referred to in Section 10.01 against any liability incurred by the person in his or her capacity as a Councillor, member of a committee of the Corporation or employee or agent of the Corporation, except where the liability arises as a result of the person's own willful neglect or default.⁵⁵

SECTION XI FINANCIAL MATTERS

11.01 Application of Funds and Administration Of Property

- (a) The Council may approve or authorize the payment of expenses properly incurred in the conduct of the affairs of the Corporation including but not limited to:⁵⁶
- (i) expenses incurred in connection with duties imposed on the Corporation 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;
- (ii) remuneration of officials and employees of the Corporation and payment of all other expenses, including the cost of maintenance of premises, incurred in the operation of the head office of the Corporation; and
- (iii) 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 Corporation, including salary

⁵² By-law No. 42.

⁵³ By-law No. 57.

⁵⁴ By-law No. 1, s. 43 does not work. This is replaced by wording that is the same as that in section 38(2) of the Act.

⁵⁵ By-law No. 1, s. 44.

⁵⁶ By-law No. 1, s. 49.

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.

- (b) All monies received by or on behalf of the Corporation shall be deposited in the name of the Corporation in one or more chartered banks or trust companies designated by Council. All payments of the Corporation shall be made by two authorized officials in accordance with the accounting procedures established by Council.⁵⁷
- (c) Monies of the Corporation not immediately required may be invested and re-invested in any investments from time to time.⁵⁸

11.02 Borrowing

- (a) The Council may from time to time:⁵⁹
 - (i) borrow money upon the credit of the Corporation by obtaining loans or advances or by way of overdraft or otherwise;
 - (ii) sell or pledge any securities owned by the Corporation, including bonds, debentures or debenture stock, for such sums on such terms and at such prices as they may deem expedient; and
 - (iii) 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 Corporation to secure any such securities or other securities of the Corporation, or any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the Corporation heretofore, now or hereafter made or incurred directly or indirectly, or otherwise.
- (b) From time to time, the Council may authorize any Councillor or other persons of the Corporation to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Council may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

11.03 Fiscal Year

The fiscal year end of the Corporation shall be the 31st day of December in each year.⁶⁰

11.04 Books of Account

The Corporation shall maintain proper books of account and accounting records with respect to all financial and other transactions of the Corporation and, without derogating from the generality of the foregoing, records of:⁶¹

- (a) all sums of money received and disbursed by the Corporation and the matters with respect to which receipt and disbursement took place;
- (b) all assets and liabilities of the Corporation; and

⁵⁷ By-law No. 1, s. 50.

⁵⁸ By-law No. 1, s. 51.

⁵⁹ By-law No. 1, s. 54.

⁶⁰ By-law No. 1, s. 59.

⁶¹ By-law No. 1, s. 58.

(c) all other transactions affecting the financial position of the Corporation.

11.05 Banking

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Council may designate, appoint or authorize from time to time. The banking business or any part thereof shall be transacted by any two (2) Councillors of the Corporation and/or other persons as the Board may from time to time designate, direct or authorize.

11.06 Auditors

The Members at each annual meeting shall appoint one or more auditors who shall be public 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. The Council may fill any casual vacancy in the office of the auditor.⁶² [

The auditor shall conduct an audit in respect of the Corporation's financial year for report to the Members.⁶³

11.07 Financial Statements

The Council shall present audited financial statements and the auditor's report of the previous fiscal year at each annual meeting of the Members. The financial statements and auditor's report shall be published in the official publication of the Corporation.⁶⁴

SECTION XII GENERAL

12.01 Corporate Seal

The corporate seal of the Corporation 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.⁶⁵

12.02 Other Insignia

The Council may adopt other insignia from time to time and provide for their use.⁶⁶

12.03 Execution of Documents

Deeds, transfers, contracts and other instruments requiring the signature of the Corporation may be signed by the president, the vice-president, the treasurer or another Councillor and by the Executive Director or such person as shall be authorized for such purpose by Council or another Councillor and the seal of the Corporation shall be affixed to such instruments as require the same. The 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 Corporation or any class thereof may or shall be signed and the corporate seal shall be affixed to any such instruments as require the same.⁶⁷

⁶² By-law No. 1, s. 60.

⁶³ By-law No. 1, s. 61, revised wording.

⁶⁴ By-law No. 1, s. 62.

⁶⁵ By-law No. 1, s. 63.

⁶⁶ By-law No. 1, s. 64.

⁶⁷ By-law No. 1, s. 56.

SECTION XIII AMENDMENTS

13.01 Amendments to Regulations

- (a) Pursuant to the Act, the Council may make Regulations for matters set out under the Act, subject to the approval of the Minister.
- (b) Proposals for amendments to Regulations and for new Regulations may be initiated by the Council for consideration and approval by the Minister.⁶⁸
- (c) Proposals for amendments to Regulations and for new Regulations may be initiated by written petition by the Members in accordance with the process set out in Section 3.10, provided that the written petition shall be signed by at least forty (40) practising, temporary or limited Members whose registration has not been suspended. The Council shall consider all written petitions received. If the proposal is approved by Council, the proposal shall be submitted to the Minister for consideration and approval. If the proposal is not approved by Council, the Council shall provide reasons to the petitioners for its decision.⁶⁹

13.02 Amendment of By-laws

- (a) Pursuant to the Act, the Council may make By-laws relating to the administrative and internal affairs of the Corporation.
- (b) The Council may from time to time enact By-laws, and may from time to time amend, repeal or re-enact the By-laws that are not inconsistent with the Act or the Regulations.⁷⁰
- (c) Proposals to enact new By-laws or to amend, repeal or re-enact By-laws may be initiated by the Council for consideration and approval by the Members set out in Section 13.02(e).⁷¹
- (d) Proposals to enact new By-laws or to amend, repeal or re-enact By-laws may be initiated by written petition by the Members in accordance with the process set out in Section 3.10, provided the written petition shall be signed by at least forty (40) practising, temporary or limited Members whose registration has not been suspended. The Council shall consider all written petitions received. If the proposal is approved by Council, the proposal shall be submitted for consideration and approval by the Members set out in Section 13.02(e). If the proposal is not approved by Council, the Council shall provide reasons to the petitioners for its decision.⁷²
- (e) Proposals to enact new By-laws or to amend, repeal or re-enact By-laws shall be subject to approval by two thirds (2/3rds) majority of the votes cast by the Members either (i) at a meeting of the Members duly called for the purpose of considering same or (ii) by ballot voting in lieu of a meeting set out in Section 5.15.⁷³

SECTION XIV TRANSITION PROVISIONS

14.01 Effective Date of this By-law

This By-law, after enactment by the Council, shall take effect immediately upon confirmation by the Members.

⁶⁸ By-law No. 1, s. 65(a).

⁶⁹ By-law No. 1, s. 65(b) and s. 66.

⁷⁰ By-law No. 1, s. 67 opening sentence with minor wording changes.

⁷¹ By-law No. 1, s. 67(a).

⁷² By-law No. 1, s. 67(b) and 68.

⁷³ By-law No. 1, s. 68 and s. 69.

14.02 Members

Upon this By-law coming into effect, only those Members of the Corporation immediately prior to the time this By-law comes into effect shall be deemed to have met the conditions of membership set out in this By-law and be deemed to be Members of the Corporation for the membership year in which this By-law is adopted.

14.03 Councillors


Upon this By-law coming into effect, the Councillors then in office immediately prior to the time when this By-law comes into effect shall continue to remain in office for the remainder of their respective term until their respective successors are elected in accordance with this By-law. For greater certainty, number of terms served by the Councillors prior to the time when this By-law comes into effect shall be included in the maximum number of terms referred to in this By-law.

SECTION XV IDENTIFICATION AND REPEAL OF FORMER BY-LAWS


15.01 Repeal of Former By-law

By-law No. 1 is hereby repealed and replaced by By-law No. 1A herein effective immediately upon the enactment of this By-law at the time of confirmation by the Members. The said repeal of By-law No. 1 shall not affect the previous operations of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All and persons acting under such By-law so repealed shall continue to act as if appointed under the provisions of this By-law. All Council and Members' resolutions, with continuing effect, passed under such repealed By-law shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

ENACTED by the Directors of the Corporation this 19th day of May, 2022

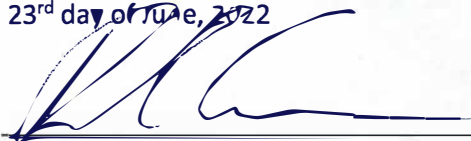


President



Secretary

CONFIRMED by the Members of the Corporation this 23rd day of June, 2022



Secretary

Schedule A

Distribution of regions of the Corporation established based on Canada Post's forward sortation areas