



B.C. WATER & WASTE ASSOCIATION

BYLAWS

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1. Interpretation

1.1. Definitions

In these Bylaws and the Constitution of the Association, unless the context otherwise requires:

- a. “Act” means the Societies Act, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto.
- b. “Address of the Association” means the Address of the Association as filed from time to time with the Registrar.
- c. “Association” means the “B.C. Water & Waste Association”.
- d. “Board” means the Directors acting as authorized by the Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Association and exercising the powers of the Association.
- e. “Board Resolution” means:
 - i. A resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - A. in person at a duly constituted meeting of the Board,
 - B. by Electronic Means in accordance with these Bylaws, or
 - C. by combined total of the votes cast in person and by Electronic Means.
 - ii. A resolution that has been submitted to all Directors and consented to in writing by a majority of the Directors who would have been entitled to vote on the resolution at a meeting of the Board.

A Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board.
- f. “Bylaws” means the bylaws of the Association as filed with the Registrar.
- g. “Chair” means the Person elected to the office of chair in accordance with these Bylaws.
- h. “Constitution” means the constitution of the Association as filed with the Registrar.
- i. “Directors” means those Persons who are, or who subsequently become, directors in accordance with these Bylaws and have not ceased to be directors.
- j. “Electronic Means” means any system or combination of systems, including but not limited to email, telephonic, electronic, radio, computer, or web-based technology or communication service that:
 - i. in relation to a meeting or proceeding, permits all participants to communicate with each other, or otherwise participate in the proceeding at the same time, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - ii. in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters.
- k. “Eligible Party” means:
 - i. a Person who is or was a Director, as determined in accordance with these Bylaws;

- ii. such other Person described in the Act that is or was appointed or elected by the Directors to exercise authority to manage the activities or internal affairs of the Association as a whole or in respect of a principal unit of the Association;
 - iii. a Person who holds or held a position equivalent to what is described in either sub-paragraph (1) or (2) above in a subsidiary of the Association, if any; or
 - iv. the heir or personal or legal representative of a Person described in (i), (ii) or (iii) above.
- l. "General Meeting" means a meeting of the Members, and includes any annual General Meeting and any special General Meetings of the Association.
 - m. "Income Tax Act" means the Income Tax Act, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time.
 - n. "Members" means those Persons who are, or who subsequently become, Members of the Association in accordance with these Bylaws and, in either case, have not ceased to be Members.
 - o. "Ordinary Resolution" means a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote in person at a duly constituted General Meeting.
 - p. "Person" means a natural person.
 - q. "President" means a Person elected to the office of president by the Directors in accordance with these Bylaws.
 - r. "Registered Address" of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors.
 - s. "Registrar" means the registrar of companies of the Province of British Columbia.
 - t. "Secretary" means a Person elected to the office of secretary by the Directors in accordance with these Bylaws.
 - u. "Special Resolution" means a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least 2/3 of the votes cast in respect of the resolution by those Members entitled to vote in person at a duly constituted General Meeting.
 - v. "Treasurer" means a Person elected to the office of treasurer by the Directors in accordance with these Bylaws;
 - w. "Vice-President" means a Person elected to the office of vice-president by the Directors in accordance with these Bylaws; and
 - x. "Voting Member" means the Persons who have been accepted by the Board as voting members in accordance with these Bylaws and who have not ceased to be voting members.

1.2. Societies Act Definitions

Except as otherwise provided, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.

1.3. Plural and Singular Forms

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

2. Membership

2.1. Admission to Membership

The Association shall have one class of membership. Voting Members are those who have been admitted into membership by the Board or their delegate.

2.2. Application for Voting Membership

A Person may apply to become a Voting Member by submitting to the Board or their delegate:

- a. an application in writing, in such form as may be established by the Board or their delegate; and
- b. payment for applicable membership dues, if any.

The Board may, by Board Resolution, accept, postpone or refuse an application for voting membership. A Person becomes a Voting Member on the date of the Board Resolution or such later date as specified therein.

2.3. Transfer of Membership

Membership is not transferable.

2.4. Term of Membership

The term of membership is one (1) year.

2.5. Membership Dues

The Board will, by Board Resolution, determine the dues payable by Members from time to time.

3. Membership Rights and Obligations

3.1. Standing of Members

All Members are deemed to be in good standing except a Member who has failed to pay their annual membership dues, if any, by the membership term start date.

3.2. Rights of Membership

A Voting Member in good standing has the following rights of membership:

- a. to receive notice of, and to attend, all General Meetings;
- b. to make or second motions at a General Meeting and to speak in debates on motions under consideration in accordance with such rules of order as may be adopted;
- c. to exercise a vote on matters for determination at General Meetings;
- d. to be eligible to be nominated to stand for election as a Director of the Association, subject to the policy respecting constituent organizations and Bylaw 7.3; and
- e. to participate in the programs and initiatives of the Association, in accordance with such criteria as may be determined by the Board from time to time.

3.3. Rights of Members not in Good Standing

A Member who is not in good standing has the right to receive notice of, and to attend, all General Meetings, and the right to participate in programs or initiatives of the Association (subject to eligibility) but is suspended from all of the other rights set out in Bylaw 3.2 for so long as he or she remains not in good standing.

3.4. Cessation of Membership

A Person will immediately cease to be a Member:

- a. upon the date which is the later of:
 - i. the date of delivering his or her resignation in writing to the Secretary or to the Address of the Association; and
 - ii. the effective date of the resignation stated thereon;
- b. upon the date which is three (3) months from the date on which such Member ceases to be in good standing;
- c. upon his or her expulsion; or
- d. upon his or her death.

3.5. Expulsion of a Member

Following an appropriate investigation or review of a Member's conduct or actions, the Association may, in accordance with the regulations and policies established by the Board, expel a Member for conduct which, in the reasonable opinion of the Board:

- a. is improper or unbecoming of a Member;
- b. is contrary to Bylaw 3.6; or
- c. is likely to endanger the reputation or hinder the interests of the Association.

The Association must provide notice of the proposed expulsion to the Member in question, accompanied by a brief statement of the reasons for the disciplinary action.

A Member who is the subject of the proposed expulsion will be provided a reasonable opportunity to respond to the proposed discipline at or before the time the matter is decided.

3.6. Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

- a. uphold the Constitution, comply with these Bylaws and the policies of the Association in effect from time to time;
- b. abide by such codes of conduct, values and ethics adopted by the Association; and
- c. further and not hinder the mission, purposes, aims, and objectives of the Association.

4. Meetings of Members

4.1. Time and Place of General Meetings

The General Meetings of the Association will be held at such time and place, in accordance with the Act, as the Board decides.

4.2. Annual General Meetings

An annual General Meeting will be held at least once in every calendar year and in accordance with the Act.

4.3. Extraordinary General Meeting

Every General Meeting other than an annual General Meeting is an extraordinary General Meeting.

4.4. Calling of Extraordinary General Meeting

The Association will convene an extraordinary General Meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- a. at the call of the Chair;
- b. when resolved by Board Resolution; or
- c. when such a meeting is requisitioned by the Members in accordance with the Act.

4.5. Notice of General Meeting

The Association will send notice of every General Meeting to each Member shown on the register of Members and the auditor no less than fourteen (14) days prior to the date of the General Meeting. No other Person is entitled to be given notice of a General Meeting.

Notice of a General Meeting may be sent by the Association to a Member either personally, by delivery, courier, or by mail posted to such Member's Registered Address, or, where the Member has provided an email address, by email.

4.6. Contents of Notice

Notice of a General Meeting will specify the place, the day and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

4.7. Omission of Notice

The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

5. Proceedings at General Meetings

5.1. Business Required at Annual General Meetings

The following business is required to be conducted at each annual General Meeting of the Association:

- a. adoption of an agenda;
- b. approval of the minutes of the previous annual General Meeting and any extraordinary General Meetings held since the previous annual General Meeting;
- c. consideration of the report of the Directors;
- d. consideration of the financial statements and the report of the auditor thereon, if any;
- e. the consideration of any Voting Members' proposals submitted in accordance with the Act;
- f. the appointment of the auditor, if required; and
- g. the election of Directors.

The annual General Meeting may include other business as determined by the Board in its discretion.

5.2. Requirement of Quorum

No business, other than the election of a Person to Chair the meeting and the adjournment or termination of the meeting, will be conducted at a General Meeting at a time when a quorum is not present.

5.3. Quorum

A quorum at a General Meeting is 15 Voting Members in good standing present at the meeting.

5.4. Lack of Quorum

If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Voting Members, will be terminated. In any other case the meeting will stand

adjourned to the next day, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Voting Members present will constitute a quorum and the meeting may proceed.

5.5. Loss of Quorum

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

5.6. Chair

The President (or, in the absence or inability of the President, the Vice-President) will, subject to a Board Resolution appointing another Person, preside as Chair at all General Meetings.

If at any General Meeting the Chair, Vice-President and such alternate Person appointed by a Board Resolution, if any, are not present within fifteen (15) minutes after the time appointed for the meeting, the Directors present may choose one of their number to preside as Chair at that meeting.

5.7. Alternate Chair

If a Person presiding as Chair of a General Meeting wishes to step down as Chair for all or part of that meeting, he or she may designate an alternate to Chair such meeting or a portion thereof. Upon such designated alternate receiving the consent of a majority of the Voting Members present at such meeting, he or she may preside as Chair.

5.8. Adjournment

A General Meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

5.9. Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

6. Voting by Members

6.1. Ordinary Resolution Sufficient

Unless the Act, these Bylaws, or adopted rules of order provide otherwise, every issue for determination by a vote of the Voting Members will be decided by an Ordinary Resolution.

6.2. Entitlement to Vote

Each Voting Member in good standing is entitled to one (1) vote on matters for determination by the Members.

6.3. Voting Methods

Voting by Voting Members may occur by any one or more of the following methods, in the discretion of the Board:

- a. by show of hands or voting cards;
- b. by written ballot; or
- c. in the case of the election of Directors, by letter and/or Electronic Means;

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Voting Members equal to not less than ten percent (10%) of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Voting Member voted.

6.4. Voting by Proxy

Voting by proxy is not permitted.

7. Directors

7.1. Management of Property and Affairs

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Association.

7.2. Duties of Directors

Pursuant to the Act, every Director will:

- a. act honestly and in good faith with a view to the best interests of the Association;
- b. exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and
- c. act in accordance with Act and the regulations thereunder.

7.3. Qualifications of Directors

Pursuant to the Act, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she is not qualified to act as a Director pursuant to Section 44 of the Act.

In addition to the foregoing, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she:

- a. is not a Voting Member in good standing; or
- b. is engaged as an employee of the Association.

7.4. Composition of Board

The Board will be composed of eleven (11) Directors:

- a. eight (8) voting Directors will be elected by the Voting Members of the Association in accordance with these Bylaws and nominations and elections policies;
- b. one (1) non-voting Director representing the Canadian Water and Wastewater Association (CWWA) will be appointed, in accordance with these Bylaws and the Association's policies;
- c. one (1) non-voting Director representing the Water Environment Federation (WEF) will be appointed, in accordance with these Bylaws and the Association's policies; and
- d. one (1) non-voting Director representing the BC Section of American Water Works Association (AWWA) will be appointed, in accordance with these Bylaws and the Association's policies.

7.5. Invalidity of Acts

No act or proceeding of the Board is invalid by reason only of there being less than the required number of Directors in office.

7.6. Election of Directors

Election of the eight (8) voting Directors shall be by letter and/or by Electronic Means, as determined by Board Resolution from time to time. The Association will send the letter ballots and/or notification of the availability of Electronic Means to Members in good standing no less than sixty (60) days prior to the date of the annual General Meeting.

All votes for the election of voting Directors shall be cast by marking the ballot against the names to be elected. Voting for more Directors than the number to be elected shall render the ballot invalid. Voting for less Directors than the number to be elected shall not invalidate the ballot.

The election shall close no less than twenty-one (21) days prior to the date of the annual General Meeting. Following the close of the election, ballots shall be counted under supervision of the Elections Committee, no less than fourteen (14) days prior to the date of the annual General Meeting. On completion of counting the ballots, the Election Committee shall deliver the results to the President. The President or the Elections Committee shall inform each candidate of the results, and the results shall be announced at the annual General Meeting by the Chair of the meeting. The Board, duly elected, will take office at the conclusion of the annual General Meeting.

7.7. Term of Directors

The term of voting and non-voting Directors will be three (3) years with the following exception set out in Bylaw 7.7(a).

- a. In the event the Board appoints a voting Director as Vice-President, the Director's existing term expires immediately and a new three (3) year term begins, expiring on the date of the annual General Meeting in three years' time. If a Director is appointed as Vice-President for a second or third consecutive year, no change would occur to their existing term.

For purposes of calculating the duration of a Director's term, the term will be deemed to commence at the close of the annual General Meeting at which such Director was elected. If, however, the Director was elected at an extraordinary General Meeting his or her term will be deemed to have commenced at the close of the annual General Meeting next following such extraordinary General Meeting.

7.8. Consecutive Terms and Term Limits

Directors may be elected for up to nine (9) consecutive years, by any combination of terms. A Person who has served as a Director for nine (9) consecutive years may not be re-elected for at least one (1) year following the expiry of his or her latest term.

7.9. Appointment to fill Vacancy

If a Director cannot complete his or her term, the Board, by Board Resolution, may appoint a Voting Member qualified in accordance with Bylaw 7.3 to fill the resulting vacancy.

The position occupied by an appointed replacement Director will become available for election at the next annual General Meeting. Each such appointed replacement Director will continue in the position until the conclusion of the next annual General Meeting, unless ceasing to be a Director prior to the date of the next annual General Meeting. The appointed replacement Director may run for the vacant position.

The period during which a Person serves as an appointed replacement Director does not count toward the term limits set out above.

7.10. Removal of Director

The voting Directors may remove a Director before the expiration of such Director's term by a Board Resolution of 2/3 of the Directors. The voting Directors may, then, appoint a replacement Director by a Board Resolution of simple majority to serve for the balance of the removed Director's term.

7.11. Ceasing to be a Director

A Person will immediately and automatically cease to be a Director:

- a. upon the date which is the later of:
 - i. the date of delivering his or her resignation in writing to the Chair or to the Address of the Association; and
 - ii. the effective date of the resignation stated therein;
- b. upon the expiry of his or her term, unless re-elected;
- c. upon the date such Person is no longer qualified pursuant to Bylaw 7.3;
- d. upon his or her removal; or
- e. upon his or her death.

8. Powers and Responsibilities of the Board

8.1. Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Association may exercise and do, and which are not by these Bylaws, by statute or otherwise lawfully directed or required to be exercised or done by the Members in General Meeting, but nevertheless subject to the provisions of:

- a. all laws affecting the Association; and
- b. these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Association. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Association in furtherance of the purposes of the Association.

8.2. Remuneration of Directors and Reimbursement of Expenses

A Director must not receive any remuneration from the Association for acting in their capacity as a Director. However, a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Association.

8.3. Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Association, the Board may invest the property of the Association in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence, and judgment that a prudent investor would exercise in making investments in light of the purposes and financial requirements of the Association.

8.4. Investment Advice

The Directors may obtain advice with respect to the investment of the property of the Association and may rely on such advice if a prudent investor would rely upon the advice in comparable circumstances.

8.5. Delegation of Investment Authority to Agent

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Association's property that a prudent investor might delegate in accordance with ordinary business practice.

9. Proceedings of the Board

9.1. Board Meetings

Meetings of the Board may be held at any time and place determined by the Board.

9.2. Notice of Board Meetings

Meetings of the Board may be held at any time and place determined by a quorum of the Board, provided that three (3) business days' notice of such meeting will be sent to each Director.

However, no formal notice will be necessary if a quorum were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting, or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

9.3. Quorum

The Board may from time to time fix the quorum necessary to transact business and, unless so fixed, the quorum will be a majority of the voting Directors.

9.4. Director Conflict of Interest

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Association, or a matter for consideration by the Directors:

- a. will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- b. will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
- c. is not entitled to vote on the contract, transaction or matter;
- d. will absent him or herself from the meeting or portion thereof:
 - i. at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - ii. in any case, during the vote on the contract, transaction or matter; and
- e. refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

9.5. Chair of Meetings

The President (or, in the absence or inability of the President, the Vice-President) will preside as Chair at all meetings of the Board.

If at any meeting of the Board the President, Vice-President and such alternate Person appointed by a Board Resolution, if any, are not present within fifteen (15) minutes after the time appointed for the meeting or requests that he or she not Chair that meeting, the Directors present may choose one of their number to Chair that meeting.

9.6. Alternate Chair

If the Person presiding as Chair of a meeting of the Board wishes to step down as Chair for all or part of that meeting, he or she may designate an alternate to Chair such meeting or portion thereof, and, upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as Chair.

10. Officers

10.1. Officers

The Officers of the Association are the President, Vice-President, Secretary, and Treasurer, together with such other Officers, if any, as the Board, in its discretion, may create.

10.2. Appointment of Officers

At each meeting of the Board immediately following an annual General Meeting, the Board will appoint, through Board Resolution, voting Directors to act as Officers.

The Board may, by Board Resolution, create and remove such other Officers of the Association as it deems necessary and determine the duties and responsibilities of all Officers.

10.3. Term of Officer

The term of office for each Officer will be one (1) year, commencing on the date the Director is appointed as an Officer in accordance with Bylaw 10.2 and continuing until the first meeting of the Board held after the next following annual General Meeting. A Director may be appointed as an Officer for consecutive terms.

10.4. Removal of Officers

A Person may be removed as an Officer by Board Resolution.

10.5. Replacement

Should the President or any other Officer for any reason be unable to complete his or her term, the Board will remove such Officer from his or her office and will elect a replacement without delay.

10.6. Duties of President

The President will supervise the other Officers in the execution of their duties and will preside as Chair at all meetings of the Association and of the Board.

10.7. Duties of Vice-President

The Vice-President will assist the President in the performance of his or her duties and will, in the absence of the President, perform those duties. The Vice-President shall also perform such additional duties as may be assigned by the Board.

10.8. Duties of Secretary

The Secretary will be responsible for making the necessary arrangements for:

- a. the issuance of notices of meetings of the Association and the Board;
- b. the keeping of minutes of all meetings of the Association and the Board;
- c. the custody of all records and documents of the Association, except those required to be kept by the Treasurer;
- d. the maintenance of the register of Members; and

- e. the conduct of the correspondence of the Association.

10.9. Absence of Secretary at Meeting

If the Secretary is absent from any General Meeting or meeting of the Board, the Directors present will appoint another Person to act as Secretary at that meeting.

10.10. Duties of Treasurer

The Treasurer will be responsible for making the necessary arrangements for:

- a. the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the Income Tax Act; and
- b. the rendering of financial statements to the Directors, Members and others, when required.

10.11. Combination of Offices of Secretary and Treasurer

The offices of Secretary and Treasurer may be held by one Person who will be known as the Secretary-Treasurer.

11. Liability and Indemnification

11.1. Indemnification of an Eligible Party

Subject to Bylaw 11.4 and the provisions of the Act, an Eligible Party will be indemnified by the Association against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Eligible Party, by reason of his or her holding or having held authority within the Association:

- a. is or may be joined as a party to such legal proceeding or investigative action; or
- b. is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

11.2. Indemnification of an Eligible Party in a Subsidiary

Notwithstanding Bylaw 11.1, the Association may, in its discretion, determine whether or not to indemnify an Eligible Party to the extent he or she is liable for or in respect of expenses by reason of holding or having held a position in a subsidiary, if any, of the Association, which position is equivalent to the position of an Eligible Party in the Association itself.

11.3. Advancement of Expenses

To the extent permitted by the Act and subject to Bylaw 11.4, all costs, charges and expenses incurred by an Eligible Party with respect to any legal proceeding or investigative action may be advanced by the Association prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the Eligible Party to repay such amount unless it is ultimately determined that the Eligible Party is entitled to indemnification hereunder.

11.4. Indemnification Prohibited

Notwithstanding Bylaws 11.1 and 11.2, the Association must not indemnify an Eligible Party against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such Eligible Party:

- a. has already been reimbursed for such expenses;
- b. has been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that he or she ought to have done;

- c. in relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the Association or any subsidiary of the Association; or
- d. in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that his or her conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.

11.5. Indemnification not Invalidated by Non-Compliance

The failure of an Eligible Party of the Association to comply with the provisions of the Act, or of the Constitution or these Bylaws, will not invalidate any indemnity to which he or she is entitled.

11.6. Approval of Court

The Association will apply to the court for any approval of the court to the extent such approval is required by the Act or otherwise to ensure that the indemnities herein are effective and enforceable.

11.7. Indemnification Deemed Term

Each Eligible Party of the Association on being elected or appointed will be deemed to have contracted with the Association upon the terms of the foregoing indemnities.

11.8. Purchase of Insurance

The Association will purchase and maintain insurance for the benefit of any or all Directors, officers, employees, or agents against personal liability incurred by any such Person as a Director, Officer, employee, or agent.

12. Committees

12.1. Creation and Delegation to Committees

The Board may create such standing and special or ad hoc committees, working groups or task forces as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

12.2. Standing and Special or Ad Hoc Committees

Unless specifically designated as a standing committee, a committee is deemed to be a special or ad hoc committee and any special or ad hoc committee so created must be created for a specified time period only.

A special or ad hoc committee will automatically be dissolved upon the earlier of the following:

- a. the completion of the specified time period; or
- b. the completion of the task for which it was created.

12.3. Terms of Reference

In the event the Board decides to create a committee, it must establish Terms of Reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the Terms of Reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

12.4. Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed, with the necessary changes having been made to ensure that the language makes sense in the context, by the rules set out in Bylaw 9.

13. Execution of Instruments

13.1. No Seal

The Association will not have a corporate seal.

13.2. Execution of Instruments

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

14. Financial Matters

14.1. Accounting Records

The Association will maintain such financial and accounting records and books of account as are required by the Act and applicable laws.

14.2. Borrowing Powers

The Board may authorize borrowing or a line of credit to finance capital programs or to balance floating rate obligations of the Association not to exceed 5% of the Association's annual operating budget and not to extend for periods in excess of a year in any single instance of a temporary loan, and that such loans be exclusively for the purpose of addressing cash flow fluctuation resulting from normal operating activities.

14.3. Restrictions on Borrowing Powers

The Voting Members may by Ordinary Resolution restrict the borrowing powers of the Board.

14.4. Audit Required

The Association is required to be audited and will annually appoint an external auditor with the qualifications required by the Act and will comply with the relevant provisions of the Act and this Part.

14.5. Appointment of Auditor at Annual General Meeting

An auditor will be appointed at an annual General Meeting, to hold office until such auditor is reappointed at a subsequent annual General Meeting, or a successor is appointed in accordance with the procedures set out in the Act, or until the Association no longer wishes to appoint an auditor.

14.6. Vacancy in Auditor

Except as provided in Bylaw 14.7, the Board will fill any vacancy occurring in the office of auditor by Board Resolution. An auditor so appointed will hold office until the next annual General Meeting.

14.7. Removal of Auditor

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Act.

14.8. Notice of Appointment

An auditor will be promptly informed in writing of such appointment or removal.

14.9. Auditor's Report

The auditor must prepare a report on the financial statements of the Association in accordance with the requirements of the Act and applicable law.

14.10. Participation in General Meetings

The auditor is entitled in respect of a General Meeting to:

- a. receive every notice relating to the meeting to which a Voting Member is entitled;
- b. attend the meeting; and
- c. to be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report and any other matter relating to the auditor's duties or function.

15. Notice Generally

15.1. Method of Giving Notice

Except as otherwise provided in these Bylaws, a notice may be given to a Voting Member or a Director either personally, by delivery, courier, or by mail posted to such Person's Registered Address, or, where the Voting Member has provided an email address, by email.

15.2. When Notice Deemed to have been Received

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered personally, by delivery or courier, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

15.3. Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

16. Miscellaneous

16.1. Dissolution

In the event of the need to dissolve the Association a special committee will be formed consisting of the President, Vice-President and Secretary to bring about an orderly dissolution of the Association.

In the event of dissolution of the Association, any funds of the Association remaining after the satisfaction of its debts and liabilities shall be given or transferred to organizations concerned with environmental problems or organizations promoting the same objectives of this Association as may be determined by the Members of the Association at the time of dissolution.

16.2. Inspection of Documents and Records

The documents and records of the Association, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Association, to examine any of the following documents and records of the Association at the Address of the Association during the Association's normal business hours:

- a. the Constitution and these Bylaws, and any amendments thereto;
- b. the statement of Directors and registered office of the Association;
- c. minutes of any General Meeting, including the text of each resolution passed at the meeting;
- d. resolutions of the Voting Members in writing, if any;
- e. annual financial statements relating to a past fiscal year that have been received by the Voting Members in a General Meeting;
- f. the register of Directors;
- g. the register of Members;
- h. the Association's certificate of incorporation, and any other certificates, confirmations or records furnished to the Association by the Registrar;
- i. copies of orders made by a court, tribunal or government body in respect of the Association;
- j. the written consents of Directors to act as such; and
- k. the disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to examine or inspect any other document or record of the Association. However, subject to such policies as the Board may establish, a Voting Member in good standing may request, in writing delivered to the Address of the Association, to examine any other document or record of the Association and the Board may allow the Voting Member to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents to which a Member is allowed to examine may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed by the Act.

17. Bylaws

17.1. Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Voting Member is entitled to, and upon request the Association will provide him or her with, access to a copy of the Constitution and these Bylaws.

17.2. Special Resolution required to Alter Bylaws

These Bylaws will not be altered except by Special Resolution.

17.3. Effective Date of Alteration

Any alteration to the Bylaws or Constitution will take effect on the date notice of the alteration is filed with the Registrar in accordance with the Act.