

BRITISH COLUMBIA GROUND WATER ASSOCIATION

CONSTITUTION

1. The name of this Association shall be the British Columbia Ground Water Association.
2. The objects of this Association shall be:
 - First To place the ground water Industry on a scientific and business-like basis.
 - Second To maintain an organisation to assist, promote, encourage and support the interest and welfare of the ground water Industry in the Province of British Columbia.
 - Third To foster, aid and promote scientific education, standards, research and techniques, in order to improve the methods of water well construction, materials and service.
 - Fourth To promote and encourage harmony and co-operation between members and government agencies relative to the proper development, protection and supply of ground water and to generally advance the mutual interest of those engaged in the ground water Industry, in their own and in the public interest.
 - Fifth To acquire by purchase, lease, or otherwise, land buildings and other property as may be necessary for the efficient execution of the foregoing objects.
3. The operations of the Association will be carried on throughout the Province of British Columbia. This section 3 of the Constitution may be altered by special resolution.

BYLAWS

ARTICLE 1– MEMBERSHIP CATEGORIES

1.1 **Membership:**

The full membership of the Association shall consist of the following member categories; Full Members, Associate Members, and Honorary (Life) Members, as set out in the following sections of this Article 1.

1.2 **Full Members:**

A Full Member shall be a registered business organization (corporation, proprietorship, partnership or other entity) or governmental entity (including without limitation a ministry, department, region, municipality, agency or other entity) that is involved in or with the ground water industry (including without limitation in water well contracting, manufacture and/or supply of related materials and equipment, consulting or servicing). Each Full Member shall be entitled to one vote at any meeting of the Association, and shall authorize a representative to exercise its vote.

1.3 **Associate Members:**

An Associate Member shall be an individual who is employed by a Full Member, or is a member of an association that is affiliated with the ground water industry, or is undertaking academic studies related to the ground water industry. An Associate Member is not entitled to vote at any meeting of the Association.

1.4 **Honorary Life Members:**

Honorary Life Members shall be persons of acknowledged eminence in the ground water industry or who have contributed some special service in furtherance of the art and science of the Association, and who are approved as Honorary Life Members by a two-thirds vote of Board members present at any meeting of the Board. Honorary Life Members shall not be entitled to vote at any meeting of the Association, or to hold office, but shall be exempt from membership fees.

1.5 **Divisions:**

The Board may from time to time assign all Members to divisions based on geographic regions or on industry groupings (herein called 'Divisions') as the Board may designate from time to time (subject to approval by the next Annual Meeting). Each Division may form auxiliary organisations for co-ordinating and aiding in the general objects of the Association, but may not undertake activities inconsistent with these Bylaws or interfere in any way with the activities or the affairs of the Association. The Divisions shall include at least the following until otherwise determined by the Board:

Industry Groups / Associations:

Well Drilling Contractors
Pump Suppliers / Installers
Industry Manufacturers / Suppliers
Professional / Technical
GeoTechnical/Environmental Drilling Contractors
Canadian Ground Water Association
GeoExchange British Columbia

Regions:

Cariboo
Kootenay
Okanagan
Fraser Valley
Vancouver Island

ARTICLE 2– MEMBERSHIP: TERM, DUTIES, AND TERMINATION

2.1 Election of Members:

A person or entity eligible for a category of membership under these Bylaws may become a member upon approval by the Board or its designate and upon payment of the membership dues then prescribed by the Board.

2.2 Duration of Membership:

Membership of any Member shall be terminated by:

- a. Death of the Member;
- b. Failure to pay dues or other amounts owing to the Association within the time specified by the Board for payment, unless the Board approves continuation of the membership;
- c. Voluntary withdrawal, which may be effected by any Member giving 30 days written notice to the Secretary of intention to withdraw, together with payment of all dues and obligations to the end of the current fiscal year (which notice the Secretary shall submit to the Board at its next meeting);
or
- d. Expulsion in accordance with these Bylaws.

On termination of membership, the affected Member shall cease to be in good standing, and all rights and privileges of a Member including the right to vote shall cease.

2.3 Principles:

A Member by payment of admission fee and dues accepts the principles of the Association as expressed in its Constitution and submits himself/herself to and agrees to comply with and be bound by the Constitution and by-laws of the Association, and on these conditions alone is entitled to the privileges of the Association. No Member shall be absolved from observance of the Constitution and by-laws because the Member does not have a copy of them.

2.4 Copies of Documents

The Association shall furnish a copy of its Constitution and By-laws to any Member upon request and upon payment of not more than \$1.

2.5 Suspension or Expulsion:

The Board may, by two-thirds vote, terminate or suspend for a period approved by the Board the membership of any Member for cause consisting of: violation by the Member of these Bylaws or of any agreement, rule or practice properly adopted by the Association; or conduct of the Member that is found by the Board

to have been prejudicial to the interests of the Association. The Board shall conduct a vote to suspend or terminate a membership only after the Board has caused to be sent by registered mail to the last known address of the affected Member, at least 14 days before the date of the vote, a statement of the Board's intention to discuss the matter, the nature of the cause alleged, and details of the place and time of the meeting at which the matter will be considered, and the affected Member shall have the opportunity to appear in person or by a representative and present the Board with any defence to the alleged cause before any vote is conducted.

ARTICLE 3- DUES

3.1 Annual Dues:

Annual dues for Full Members and Associate Members shall be recommended by the Board and approved by Members at an Annual Meeting.

3.2 Special Contributions:

The Board shall have the authority to solicit such Special Contributions as may be needful and proper to administer the affairs of the Association.

3.3 Fiscal Year:

The Fiscal year of the Association shall be from January 1st to December 31st.

ARTICLE 4- MEETINGS OF MEMBERS

4.1 Annual Meeting:

There shall be an Annual Meeting of Members in each calendar year, at a time and place set by the Board, for receiving the annual reports of the Board and committees, receiving the financial statements of the Association, and transaction of other business.

4.2 Special Meetings:

A Special Meeting of Members may be called by the Board, or by the Secretary at the request of the President, or in his/her absence by the Vice-President. Upon written request of at least 10% of the Full Members directed to the President by registered mail stating the object of a requested meeting, the President or the Secretary shall within 14 days thereafter call such a meeting.

4.3 Notices

Any notice to be given by the Association to any Member, including notice of any meeting, shall be in writing and sent by mail, fax, or electronic mail to the last address of each Member on the Society's books, and:

- e. Notice of any meeting of the Members shall be sent at least 14 days prior to the day named for the meeting, and shall include a statement of the time, place and purpose of the meeting.
- f. Inadvertent failure to give notice of any meeting to, or non-receipt of a notice by, any member or members entitled to receive notice, does not invalidate proceedings at that meeting.
- g. Any member may waive notice of any meeting. Presence of any member at any meeting, without objection by that member, shall constitute waiver by that member of notice of that meeting.

4.4 Quorum and Chair:

Three members of the Association present shall constitute a quorum for the transaction of business. The Chair must be a Director or Officer of the Association. The Chair may adjourn the meeting from time to time until a quorum is present.

4.5 Voting:

All proceedings transacted at general meetings of Members shall be transacted by viva voce vote, except the election of Officers and Directors which shall be by show of hands.

4.6 Proxy Voting:

A Full Member may be represented by its representative identified from time to time by the Full Member to the Association. A Full Member may be represented by a proxyholder at any meeting of the Association, provided the Full Member or the proxyholder has presented to the Chair of the meeting an instrument in writing that is signed by the Full Member and identifies the proxyholder to the satisfaction of the Chair of the meeting, and states that the proxyholder is entitled to represent the Full Member for all purposes of the meeting.

ARTICLE 5- OFFICERS

5.1 Number of Officers:

The Officers of the Association shall consist of the President, Vice-President, Secretary, Treasurer, and Past President, each of whom shall have the duties set out below.

5.2 President:

The President shall:

- a. preside at meetings of the Association, the Board, and the Executive Committee;

- b. be a member ex officio with the right to vote of all committees except nomination committees; and
- c. perform such other duties as are necessarily incidental to the office of the President or as may be prescribed by the Board.

5.3 Vice-President:

In case of the President's death, absence or inability to act, the Vice-President shall perform for the time being the duties of the President.

5.4 Secretary:

The Secretary shall:

- a. give notice of and record proceedings of all meetings of the Association;
- b. conduct all correspondence; carry into execution all orders, votes and resolutions not otherwise committed;
- c. keep records of the Association's staff, employees, and agents and their salaries and terms of employment, and supervise performance by them of their respective duties;
- d. have custody of the property, real and personal, of the Association;
- e. keep an accurate account of all receipts and disbursements;
- f. prepare an Annual Report of the transactions and condition of the Association; and
- g. generally forward the business and advance the interests of the Association, subject to the direction of the Board and the Executive Committee.

Subject to approval of the Board, the Secretary may cause any of the Secretary's duties to be performed by a staff member duly appointed by the Board, in which case the Secretary shall have responsibility to oversee performance of such duties on behalf of the Board.

5.5 Treasurer:

The Treasurer shall:

- a. keep an account of all monies received and expended by the Association;
- b. see that all sums received are deposited in the bank or banks approved by the Board;
- c. make a report at the Annual Meeting or when called upon by the President;

- d. keep a list of the members of the Association, and collect from them and provide receipts for annual dues, assessment, subscriptions and all other monies payable to the Association.

The funds, books and vouchers in the Treasurer's hands shall at all times be subject to verification and inspection by the Executive Committee. At the expiration of his/her term of office, the Treasurer shall deliver to the Association all books, monies, and other property.

Subject to approval of the Board, the Treasurer may cause any of the Treasurer's duties to be performed by a staff member duly appointed by the Board, in which case the Treasurer shall have responsibility to oversee performance of such duties on behalf of the Board.

5.6 Past President

The Past President shall be the individual who is the immediate past president of the Association, provided that if the immediate past president is unable or unwilling to hold office, or resigned or was removed from office with cause, the Board may instead appoint another person who has previously been the President of the Association to be the Past President. The Past President shall have such duties as may be assigned by the Board.

5.7 Bond:

The Board may in its discretion require the Treasurer or any other person entrusted with handling funds or property of the Association to furnish a fidelity bond approved by the Board, in a sum the Board may prescribe, at the expense of the Association.

ARTICLE 6- BOARD & COMMITTEES

6.1 Board of Directors:

The management of affairs, business and concerns of the Association shall be vested in the Board of Directors (the "Board"), which shall consist of the Officers, the Directors elected at an Annual Meeting, and such additional Directors as may be appointed or elected in accordance with these Bylaws. Upon election, each Board member shall immediately enter upon their duties, and shall continue in office unless disqualified until their successor is duly elected.

6.2 Duties:

Without limiting the generality of Article 6.1, the Board shall have the responsibility and authority to: fix salaries of all employees of the Association; admit, suspend or expel members; create and appoint Special Committees; and to do everything necessary and desirable in the conduct of the business of the Association in accordance with these Bylaws.

6.3 Executive Committee:

The Board shall form an Executive Committee consisting of the Officers, and:

- a. The Executive Committee will have and may exercise (subject to any restrictions specified in a resolution of the Board) between meetings of the Board, all powers of the Board except the power to change the membership of, or fill vacancies in, the Executive Committee;
- b. The Executive Committee must keep regular minutes of its transactions and must cause them to be recorded in books kept for that purpose and must report them to the Board not less frequently than annually.;
- c. The Board may at any time revoke or override the authority given to or acts done by the Executive Committee (except as to acts done before such revocation or overriding) and to terminate the appointment or change the membership of the Executive Committee and to fill vacancies in it; and
- d. The Executive Committee may make rules for the conduct of its business.

6.4 Meetings:

Any Officer may at the request of three Board members call a meeting of the Board upon fourteen (14) days notice to all Board members (but in the case of an emergency, such notice may be waived upon approval of a majority of the Executive Committee).

6.5 Special Committees:

The Board may from time to time appoint such additional committees as the Board finds necessary from time to time ("Special Committees"), and may delegate to Special Committees such responsibilities as the Board considers fit. The chair of each Special Committee shall be a Director appointed by the President with the approval of the Board, and shall hold office as a Director until the next Annual Meeting.

6.6 Quorum:

For a meeting of the Executive Committee or any Special Committee, a majority of that committee shall constitute a quorum. For meetings of the Board, a majority of the Executive Committee shall constitute a quorum.

6.7 Employees:

The Executive Committee may appoint a Managing Director and/or an Executive Secretary, each of whose salaries shall be fixed by the Executive Committee and who shall perform all duties required by the Executive Committee (subject at all times to any direction given by the Board).

ARTICLE 7– ELECTION AND TERMINATION (DIRECTORS AND OFFICERS)

7.1 Election Procedure:

At each Annual Meeting, to the extent that any positions are then vacant, the Full Members shall elect:

- a. the Officers specified by these Bylaws (other than the Past President);
- b. as many Directors as there are Divisions; and
- c. additional Directors in the numbers required as Chairs of Special Committees.

The term of office for each Director or Officer shall be two years from the date of his or her election, and accordingly at each Annual Meeting elections shall be conducted only for the positions that are then vacant.

7.2 Qualifications for Directors and Officers:

No person shall be elected as a Director or Officer who is not a Full Member or the representative of a Full Member. An Officer or Director who ceases to be a Full Member or the representative of a Full Member shall cease to be an Officer or Director and his/her office shall be vacant.

Officers and Directors shall be eligible for re-election.

7.3 Resignation:

Failure of any Board member to pay Membership dues or assessments within 30 days shall constitute that Board member's resignation from office.

7.4 Absences:

A Director or Officer who is absent from any Board meeting shall advise an Officer of the reason for such absence, and the Board at the meeting shall decide whether such absence is excusable. In the event of three consecutive unexcused absences by any Director or Officer, the Board may terminate that Director or Officer's term as a Director or Officer.

7.5 Vacancies:

The Executive Committee may fill any vacancy on the Board between Annual Meetings, until the next Annual Meeting when a successor shall be elected.

ARTICLE 8- BORROWING POWERS

8.1 Borrowing:

The Association may borrow or raise or secure the payment of money in such a manner as the Board thinks fit, and in particular, by the issue of debentures.

However debentures may not be issued without the sanction of a special resolution of the Members.

8.2 Payments:

For the purpose of carrying out its objects the Association may draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable or transferable instruments.

ARTICLE 9–SEAL AND DOCUMENTS

9.1 Seal:

The Association may have a Seal which shall be under custody of the Secretary and shall not be affixed to any document except with the approval of the President or Vice-President and the Secretary or any other member of the Board authorised by resolution of the Board.

9.2 Execution of Documents:

Funds may be drawn from a bank account of the Association only on the signature of at least one of: the President, the Secretary, the Treasurer, or the Executive Secretary (if appointed pursuant to Article 6.7).

ARTICLE 10- GENERAL

10.1 Advertising

No Director, Officer, Managing Director or Executive Secretary of the Association may advertise his/her position, or take advantage of such to further his/her own personal gain, unless it benefits the Association and is approved by the Board. No member shall by reason of this article 10.1 be prevented from stating that he or she is a member of the Association.

10.2 Amendments

The Constitution and these Bylaws may be amended, altered or appealed in whole or in part by special resolution, which requires: a three quarters majority of votes cast at a meeting of Members of which at least 14 days notice was given.

10.3 Auditors

The Executive Committee shall in each year appoint an accountant, independent of the Association, to prepare an annual financial statement following the end of the fiscal year for presentation at the Annual Meeting. The annual financial statement and the minutes of the Annual Meeting shall be forwarded to the Association's legal counsel within thirty (30) days following the Annual Meeting.

10.4 Arbitration

Any dispute between the Association and any Member(s) or former Member(s), or among any Members or former Members, relating to membership in the Association, termination of membership, or any matter relating to the Association's Constitution or these Bylaws, shall be settled by arbitration pursuant to the British Columbia *Commercial Arbitration Act*. Each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. The decision arrived at by the arbitrators, or, in the event of their disagreement, by the umpire, shall be final and binding on all parties.

10.5 Complaint Concerning a Member

If the Association receives a complaint in writing from the public against a Member, the Board or the Executive Committee shall review the complaint and if it is deemed to have substance, the letter of complaint and any supporting documentation shall be forwarded along to the Member concerned together with a covering letter from the President. The Executive Committee shall encourage the Member to resolve the issue.
