

BYLAWS
OF
BRITISH COLUMBIA ONSITE SEWAGE ASSOCIATION

Part 1 - Interpretation

- 1.01 In these Bylaws, unless the context otherwise requires:
- (a) "Directors" means the directors of the Society for the time being;
 - (b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) "Registered Address" of a member means their address as recorded in the register of members.
- 1.02 The definitions in the Society Act on the date these Bylaws become affective apply to these Bylaws.
- 1.03.1 Words importing the singular include the plural and vice versa; and words importing a male person include a female person.
- 1.04 "income" means surplus resulting from receipts less expenses.

Part 2 - Membership

- 2.01 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these Bylaws and, in either case, have not ceased to be members.
- 2.02 A person may apply to the Directors for membership in the Society and on acceptance by the Directors shall be a member.
- 2.03 Every member shall uphold the constitution and comply with these Bylaws.
- 2.04 The annual membership dues shall be determined by the membership at the annual general meeting of the Society.
- 2.05 A member is in good standing except a member who has failed to pay, in full, their annual membership fee, or any other subscription or debt due and owing by the member to the Society, and , the member is not in good standing so long as the debt remains unpaid.
- 2.06 A person shall cease to be a member of the Society:
- (a) by delivering their resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
 - (b) on their death; or
 - (c) on being expelled.
 - (d) on having been member not in good standing for 12 consecutive months.

- 2.07 A member may be expelled for cause by a vote of three quarters of the Directors present at a meeting of the Directors. The member shall have the right to speak on their own behalf at the meeting of the Directors before the proposed resolution for expulsion is put to a vote.
- 2.08 The notice of the special resolution to confirm the expulsion of the member shall be accompanied by a brief statement of the reason or reasons for the expulsion of the member.
- 2.09 At the general meeting, the person who is the subject of the Directors resolution for expulsion shall be given an opportunity to be heard before the special resolution to confirm their expulsion is put to a vote.
- 2.10 In the event that the special resolution to confirm the expulsion of the member fails to pass, the member shall be restored to membership in the Society.
- 2.11 All expenses of an appeal of the decision of the Directors to expel a member are to be borne by the member if the decision of expulsion is upheld.
- 2.12 Members may in accordance with the Society Act be remunerated for contracts or work but under no circumstances shall payments be commenced without the approval of the Board or remunerated with the income of this Society.

Part 3 - Meetings of Members

- 3.01 General meetings of the Society shall be held at the time and place, in accordance with the *Society Act*, that the Directors decide.
- 3.02 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.03 The Directors may, when they think fit, convene an extraordinary general meeting.
- 3.04 The Directors shall convene an extraordinary general meeting upon the requisition of 10% of the members.
- 3.05 Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.
- 3.06 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 3.07 The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 - Proceedings at General Meetings

- 4.01 Special business is:
- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (b) all business transacted at an annual general meeting, except,
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the Directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of Directors
 - (vi) the appointment of the auditor, if required; and
 - (vii) the other business that, under these Bylaws, ought to be transacted at an annual general meeting, or the business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.
- 4.02 No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when the quorum is not present.
- 4.03 If at any time during the general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.04 A quorum is ten (10) members present or a greater number that the members may determine at a general meeting.
- 4.05 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 4.06 Subject to Bylaw 4.07, the president of the Society, the vice-president or in the absence of both, one of the other Directors present, shall preside as chairperson of the general meeting.
- 4.07 If at a general meeting
- (a) there is no President, Vice-President or other Director present within 15 minutes after the time appointed for holding the meeting, or;
 - (b) the President and all the other Directors present are unwilling to act as chairperson, the members present shall choose one of their number to be chairperson.
- 4.08 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.09 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.10 Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

- 4.11 No resolution proposed at a meeting need be seconded and the chairperson of a meeting may move or propose a resolution.
- 4.12 In the case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
- 4.13 A member in good standing present at a meeting of members is entitled to one vote.
- 4.14 Voting shall be by show of hands except for elections at which time voting shall be by secret ballot.
- 4.15 Voting by proxy is not permitted.

Part 5 - Directors and Officers

- 5.01 The Directors may exercise all the powers and do all acts and things that the Society may exercise and do, and which are not by these Bylaws or by any statute or otherwise lawfully directed or requires to be exercised or done by the Society in general meeting, but subject, nevertheless, to
 - (a) all laws affecting the Society;
 - (b) these Bylaws; and
 - (c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting.
- 5.02 No rule, made by the Society in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 5.03 The number of Directors shall be ten (10)
- 5.04 All Directors shall be members of the Society.
- 5.05 The term of a Director shall be the sooner of either two years from the date elected, or, until the conclusion of the second Annual General Meeting from the Annual General Meeting in which they were elected.
- 5.06 The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors.
- 5.07 A Director so appointed holds office only until the conclusion of the annual general meeting of the Society, but is eligible for re-election at the meeting.
- 5.08 If a Director resigns their office or otherwise ceases to hold office, the remaining Directors may appoint a member to take the place of the former Director.
- 5.09 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors.

- 5.10 The members may by special resolution remove a Director before the expiration of their term of office, and may elect a successor to complete the term of office.
- 5.11 No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society. Directors may in accordance with the Society Act be remunerated for contracts or work falling outside of the role and duties of a Director but under no circumstances shall payments be commenced without the approval of the Board or remunerated with the income of this Society.
- 5.12 At Annual General Meeting in which this bylaw is approved by the membership, 50% of the Elected Directors shall have a term of ending on the conclusion of the next following Annual General Meeting the other 50% shall a term as set down in section 5.05. All subsequent Directors shall have a term as set down in section 5.05
- 5.13 The past-president shall for one year be an ex-officio of the Society and shall have, during the said one year a vote on the Board of Directors, but shall not have any affect on the needed quorum of Directors for Directors meetings.

Part 6 - Proceedings of Directors

- 6.01 The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit. The Directors shall set standard quarterly meetings one of which shall be at the Annual General Meeting, but during or as part of the Annual General Meeting with the dates to be determine by the Association's President.
- 6.02 the Directors may from time to time fix the quorum necessary to transact business, unless so fixed the quorum shall be a majority of the Directors then in office.
- 6.03 The President shall be chairperson of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice President shall act as chairperson; but if neither is present the Directors present may choose one of their number to be chairperson at the meeting.
- 6.04 A Director may at any time, and the Secretary, on the request of a Director, shall, convene a meeting of the Directors.
- 6.05 The Directors may delegate any, but not all, of their powers to Ad hoc committees in accordance with Part 13 below. The Directors shall appoint one member to act as Chairperson of either a Standing Committee or an Ad hoc Committee in accordance with this bylaw.
- 6.06 A Standing Committee or an Ad hoc Committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.

- 6.07 A committee chairperson is not present within 30 minutes after the time appointed for holding the meeting, the committee members present who are members of the committee shall choose one of their members to be chairperson of the meeting.
- 6.08 The members of a committee may meet and adjourn as they think proper.
- 6.09 Within twenty-four hours of the election of Directors pursuant to section 4.01 (b) (v) above, the Directors shall conduct a first meeting of Directors. It is not necessary to give notice of this first post-election meeting to the newly elected Directors for the meeting to be duly constituted.
- 6.10 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter or fax, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn.
- (a) no notice of meetings of Directors shall be sent to that Director; and
 - (b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.
- 6.11 Questions arising at a meeting of the Directors and committee of Directors shall be decided by a majority of votes.
- 6.12 In case of an equality of votes the chairperson does not have a second or casting vote.
- 6.13 No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chairperson of a meeting may move or propose a resolution.
- 6.14 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is a valid and effective as if regularly passed at a meeting of Directors.

Part 7 - Officers

- 7.01 The Directors shall elect from among themselves the following officers at the first meeting of Directors pursuant to section 6.09
- (a) President
 - (b) Vice-President:
 - (c) Secretary and
 - (d) Treasurer
- 7.02 Officers elected under paragraph 7.01 will hold office until their successors are duly elected, subject to removal from office by the Directors at any time with or without cause and with or without notice.
- 7.03 The President, Vice-President, Secretary and Treasurer shall be members of the Society.
- 7.04 The President shall preside at the Annual or Extraordinary General Meetings of the Society and of the Directors, and shall be an ex-officio member of all committees.
- 7.05 The President is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
- 7.06 The Vice-President shall carry out the duties of the President during their absence.

- 7.07 The Secretary shall supervise the
- (a) conduct the correspondence of the Society;
 - (b) issue notices of meetings of the Society and Directors;
 - (c) keep minutes of all meetings of the Society and Directors;
 - (d) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - (e) have custody of the common seal of the Society; and
 - (f) maintain the register of members.
- 7.08 The Treasurer shall supervise
- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*; and
 - (b) render financial statements to the Directors, members and others when required.
- 7.09 In the absence of the Society's Secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.

Part 8 - Seal

- 8.01 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 8.02 The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary or the President and Treasurer.

Part 9 - Borrowing

- 9.01 In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
- 9.02 No debenture shall be issued without the sanction of a special resolution.
- 9.03 The members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

Part 10 - Auditor

- 10.01 This Part applies only where the Society is required or has resolved to have an auditor.
- 10.02 The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.

- 10.03 At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or their successor is elected at the next annual general meeting.
- 10.04 An auditor may be removed by ordinary resolution.
- 10.05 An auditor shall be promptly informed in writing of appointment or removal.
- 10.06 No Director and no employee of the Society shall be auditor.
- 10.07 The auditor may attend general meetings.

Part 11 - Notices to Members

- 11.01 A notice may be given to a member, either personally or by mail to him at their Registered Address.
- 11.02 A Notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 11.03 Notice of general meeting shall be given to
- (a) every member shown on the register of members on the day notice is given; and
 - (b) the auditor, if Part 10 applies.

Part 12 - Bylaws

- 12.01 On being admitted to membership, each member is entitled to and the Society shall give him, without charge, a copy of the Constitution and Bylaws of the Society.
- 12.02 These Bylaws shall not be altered or added to except by special resolution.

PART 13 – Standing and Ad hoc Committees

- 13.01 The Society shall have five (5) Standing Committees at all times to conduct specialized affairs of the Society as described in this bylaw. The Standing Committees shall be Education & Curriculum Committee, Members Services & Communications Committee, Finance Committee, Technical Review Committee and Nominating & Recruitment Committee.
- 13.02 Standing Committee for Education & Training shall have oversight and involvement with all educational and training of the Society's members and liaise with the Westcoast Onsite Wastewater Training Centre or other educational or training institutions inside or outside the Province of British Columbia. General Public education programs are to be developed by this Committee.

- 13.03 Standing Committee for Member Services & Communications shall have oversight and involvement with the development, creation and implementation of any and all services and communications to meet the needs of the Society's membership for information about the Society's activities or for programs or materials to support the members in the exercise of their business activities in the onsite industry.
- 13.04 Standing Committee for Finance shall have oversight and involvement in the budget planning and finances of the Association including activities of the Standing or Ad hoc Committees.
- 13.05 Standing Committee for Technical Review shall have oversight and involvement in community-based standard practices and the Sewerage System Regulation's Standard Practice Manual to provide a review, study or recommendations.
- 13.06 Standing Committees shall have a Chairperson in accordance with section 6.05 above.
- 13.07 The Directors may, at its sole discretion establish an Ad hoc Committee to perform a specific set of tasks as determined by the Directors.
- 13.08 Standing or Ad hoc Committee shall have a minimum of 3 persons to a maximum as set from time to time by the Board of Directors.
- 13.09 Standing or Ad hoc Committees shall make recommendations to the Board of Directors for the Board's consideration and approval of expenditures and actions.
- 13.10 Any person, a member of this Association or not, may attend Standing or Ad hoc Committee meetings with an "observer" status only and shall not have a right to vote.
- 13.11 The Standing or Ad hoc Committee may, by a majority vote of its members, hold in-camera meetings.
- 13.12 Standing or Ad hoc Committees shall provide to, on an annual basis, the Directors for the Director's approval the procedures for conducting meetings and terms of reference of the Committee, if other than provided in this bylaw.
- 13.13 Standing Committee for Nominating & Recruitment shall have oversight and involvement in the recommending to the Annual General Meeting nominations for Directors, recommending to the Board of Directors nominations for Officers of the Society and Chairpersons of the Standing Committees; and for recruitment of members and for members to become active in the affairs of the Society through any committees.

PART 14 – Association Documents

- 14.1 The accounting records of the Association are open for viewing by the membership of the Association in accordance with Part 2 of the Society Act Regulation.
- 14.2 Except for the documents referred to in Section 14.1, 14.3 and 14.4 of the bylaws, all other documents and records of the Association that are not required to be kept and maintained by the Association pursuant to the Society Act, or Society Act Regulation are available to Directors of the Association, and those documents and records shall only be made available to members, or the public at the discretion of the Directors.

- 14.3 Effective July 20, 2006 any and all documentation, files and records relating to the Anonymous Complaint Process operated or administered by the Association are not available for viewing by any member of the association, Board Member of the association or the public, unless ordered by a court having jurisdiction.
- 14.4 Only the Association's paid staff who have entered into a confidentiality and non-disclosure agreement shall have access to view, operate and administer the Anonymous Complaint Process.

Dated this 14th day of February, 2009.