

**FORM 3
SOCIETY ACT
CONSTITUTION**

- 1. The name of the Society is Science Advisory Board for Contaminated Sites in British Columbia (the “Society”).**

2. The purposes of the Society are:
 - (a) To advance science and fundamental knowledge in respect of contaminated sites in British Columbia.
 - (b) To review and advise on emerging trends and opportunities in contaminated sites management provincially, nationally and internationally.
 - (c) To provide broad strategic advice on the direction of science-based contaminated sites management in British Columbia.
 - (d) To review the quality and relevance of the scientific and technical information being used or proposed for the management of contaminated sites.
 - (e) To establish science based tools, procedures, and assessment protocols; including those applicable in risk assessment of contaminated sites.
 - (f) To work jointly with the Contaminated Sites Roster Steering Committee and its successor to identify needed science-based tools, and to provide independent scientific review and advice related to contaminated sites issues of mutual interest.
 - (g) To establish specific science based guidance including numerical values that will contribute to independent functioning of the Licensed Environmental Professional system in British Columbia.
 - (h) To raise funds or solicit donations in any lawful way to achieve the objectives of the Society including accepting donations and grants for the advancement of the scientific understanding of the remediation of contaminated sites.
 - (i) To distribute grants to organizations and students in a manner that will promote the advancement of science and fundamental knowledge in respect of contaminated sites management in British Columbia.
 - (j) To assist in the development and employment of programs, courses and other tools that would provide people with the capabilities to carry out the requirements of remediation of contaminated sites in British Columbia.
 - (k) To facilitate training and opportunities for individuals interested in the remediation of contaminated sites in British Columbia through interim work placements, training courses, colloquia and conferences, assisting in the publication of technical papers and reports, and general information sessions.

BYLAWS

Bylaws of Science Advisory Board for Contaminated Sites in British Columbia (the "Society")

Part 1 — Interpretation

- 1 (1) In these bylaws, unless the context otherwise requires:

"Board" means Board of Directors of the Society;

"Directors" mean the Directors of the Society that form the Board of Directors of the Society;

"registered address" of a member means the member's address as recorded in the register of members;

"*Society Act*" means the *Society Act* of British Columbia from time to time in force and all amendments to it;

(2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

- 2 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 — Membership

- 3 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 4 The members of the Society will form a body of independent individuals of sufficient number and diversity to provide the range of expertise required to fulfill the objectives of the Society.
- 5 The members may come from a range of disciplines and professions including, but not limited to:
- (a) toxicology;
 - (b) agronomy;
 - (c) engineering and geo-science;
 - (d) environmental and analytic chemistry; and
 - (e) the biological sciences

- 6 Acting as independent scientists, the members may be drawn from any area of scientific endeavor, including but not limited to:
 - (a) the environmental consulting industry;
 - (b) academic institutions;
 - (c) all levels of government;
 - (d) private industry; and
 - (e) non-governmental organizations

- 7 The criteria for the appointment of members will be primarily as follows:
 - (a) independence;
 - (b) recognized scientific credentials;
 - (c) relevant experience in contaminated sites management or a relevant area of expertise;
 - (d) need for overall balance of expertise on the Board;
 - (e) potential to contribute in a committee environment; and
 - (f) diversity

- 8 (1) Application for membership in the Society shall be in writing, including electronic format, in a form approved by the Directors, and shall state the name location and nature of the business of applicant and such other information as determined by the Directors pertaining to the criteria for membership in 5, 6, and 7, and shall contain an agreement that if admitted to membership, the applicant will observe all provisions of the constitution and the bylaws, and will pay all applicable fees and dues.

- 8 (2) The annual membership fee for SABCS members shall be approved by the membership at the Annual General meeting. The Secretary-Treasurer shall consult the membership and circulate a recommendation for the fee to the members.

- 9 (1) Any applicant may seek to be accepted as a member by submitting the required information and the prescribed fee to the Directors or its designate. Upon review of the application, the Directors will either accept or refuse the applicant and provide written notification of such acceptance or refusal.

(2) A candidate whose application is refused by the Directors shall be entitled to request a statement of the reasons for such refusal and the Directors shall provide such reasons. In the event that such explanation does not resolve the issue, the applicant may seek appeal to a mutually agreed upon professional association.

- 10 The amount of the first annual membership dues must be determined by the Directors and after that the annual membership dues must be determined at the annual general meeting of the Society.

- 11 A person ceases to be a member of the Society:
 - (a) by delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;

- (b) on his or her death;
- (c) on being expelled;
- (d) having been a member not in good standing for 12 consecutive months; or
- (e) on the date of the third anniversary of he or she becoming a member

- 12 On, or immediately prior to an individual ceasing to be a member under bylaw 11(e), that individual may apply for a renewal of his or her membership.
- 13 Members may withdraw from the Society by delivering to the Board a resignation in writing which shall be effective upon acceptance thereof by the Board.
- 14 (1) Upon 30 days notice in writing to a member, and after giving such member an opportunity to be heard by the Directors, the Directors may, by a resolution passed by two-thirds of the votes cast at a meeting of the Directors, pass a resolution authorizing the removal of such member from the Register of Members and thereupon such person shall cease to be a member. Any person so removed may re-apply for membership in the Society.
- (2) Any person so removed shall have the right to appeal their removal to an independent professional Society or certifying body mutually agreed to by the Directors and the member concerned. On appointment the members and associate members agree that such appeal decision will be binding on the member concerned and the Society.
- 15 All members are in good standing except a member who has failed to pay his or her current 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.

Part 3 — Meetings of Members

- 16 General meetings of the Society must be held at the time and place, in accordance with the *Society Act*, that the Directors decide.
- 17 Every general meeting, other than an Annual General Meeting, is an extraordinary general meeting.
- 18 The Directors may, when they think fit, convene an extraordinary general meeting.
- 19 (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
- (2) 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.
- 20 The first Annual General Meeting of the Society must be held not more than 15 months after the date of Incorporation and after that an Annual General Meeting must be held at least once in 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

21 Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
- (b) all business conducted at an Annual General Meeting, except the following:
 - (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;
 - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.

22 (1) Business, other than the election of a Chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum for the transaction of business at any meeting of members shall consist of forty (40) percent of members in good standing, present in person or represented by proxy." A quorum will never be less than 3 members.

23 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, must be terminated, but in any other case, it must 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.

24 Subject to bylaw 25, the President of the Society, the Vice President or, in the absence of both, one of the other Directors present, must preside as Chair of a general meeting.

25 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 the Chair, the members present must choose one of their number to be the chair.

- 26 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 27 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- 28 (1) A member in good standing present in person or represented by proxy at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands for those members present in person or represented by proxy.
- (3) Every member entitled to vote at a meeting of members may appoint in writing a proxy holder, or one or more alternate proxy holders to attend and act as his or her representative at any such meeting of the members in the manner, to the extent authorized, and with the authority conferred by the proxy. A permanent proxy or proxy entitling a person or member to vote at other than one meeting and any adjournment is void.

Part 5 — Directors and Officers

- 29 (1) The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to:
- (a) all laws affecting the Society,
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the Society in a general meeting
- (2) The Directors will primarily be responsible for the administration, financial and self-regulatory functions of the Society.
- (3) It shall be the duty of every Director of the Society who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract to declare such interest and to refrain from voting thereon.

(4) A rule, made by the Society in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.

30 (1) The President, Vice President, Secretary-Treasurer and one or more other persons are the Directors of the Society.

(2) The term of office of the President shall be for a period of two consecutive years. The Vice-President and Secretary-Treasurer are to be elected to their positions annually.

(3) Each Director is to be elected for a two year term. In the first year of implementation of this provision, one half of the Directors will be elected for one year terms and one half for two year terms

(4) The election of members as Directors may be for a maximum consecutive period not exceeding six years.

(5) The President, Vice-President and Secretary-Treasurer shall have signing authority for the disbursement of funds, subject to agreements that may be in place with the University of Victoria.

(6) The number of Directors must be not less than 5 and no more than 9, or greater number determined from time to time at a general meeting.

(7) A Past President will be an ex-officio member of the Board for a period of six months following the completion of his or her term as President, provided that he or she does not continue to serve as a Director of the Society upon completion of his or her term as President.

31 (1) Each Director shall be elected by a majority of the members in good standing present at an Annual General Meeting.

(2) The Directors must retire from office at each Annual General Meeting when their successors are elected.

(3) Separate elections must be held for each office to be filled.

(4) An election may be by acclamation, otherwise it must be by ballot.

(5) If a successor is not elected, the person previously elected or appointed continues to hold office.

32 (1) The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors.

(2) A Director so appointed holds office only until the conclusion of the next Annual General Meeting of the Society, but is eligible for re-election at the meeting.

33 (1) If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors must appoint a member to take the place of the former Director.

(2) An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.

34 The members may, by special resolution, remove a Director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

35 (1) A Director must not be remunerated for being or acting as a Director, but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

(2) Subject to the restriction set out in subsection (1), nothing herein contained shall be construed to preclude any Director from serving the Society as an officer or in any capacity and receiving compensation therefore.

Part 6 — Duty of Confidentiality of Directors

36 (1) The Directors will be acting as recognized experts in their fields and to avoid any actual or perceived conflict the Directors shall:

- (a) not request nor receive any instruction from any person or organization external to the Directors;
- (b) protect and maintain as confidential any classified or privileged information that is divulged to them in their capacity as Directors; and
- (c) file a statement of confidentiality

(2) The Directors may consult with and obtain scientific advice from other knowledgeable professionals in order to carry out their duties.

Part 7 — Proceedings of Directors

37 (1) The Directors shall meet on a quarterly basis to review progress, and additionally as required, to review proposals and recommendations related to the development of science-based tools.

(2) The Directors may invite individuals to attend meetings and contribute to meetings as deemed necessary and appropriate.

(3) The Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(4) The Directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the Directors then in office.

(5) The President is the chair 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 must act as Chair, but if neither is present the Directors present may choose one of their members to be the Chair at that meeting.

(6) A Director may at any time, and the Secretary-Treasurer, on the request of a Director, must, convene a meeting of the Directors.

- 38 (1) The Directors may delegate any, but not all, of their powers to committees consisting of the Director or Directors as they think fit.
- (2) Committees may be established for the commissioning, review and execution of proposals and assessment of results.
- (3) Any committee may include Directors and other experts external to the Society appointed by the Director.
- (4) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.
- 39 A committee must elect a Chair of its meetings, but if no Chair is elected, or if at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their members to be the Chair of the meeting.
- 40 The members of a committee may meet and adjourn as they think proper.
- 41 For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an Annual or other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.
- 42 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, telegram, telex or cable, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn;
- (a) a notice of meeting of Directors is not required to 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, if a quorum of the Directors is present, are valid and effective.
- 43 (1) Unless otherwise specified in the bylaws, questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the Chair does not have a second or casting vote.
- 44 A resolution proposed at a meeting of Directors or committee of Directors need not be seconded, and the Chair of a meeting may move or propose a resolution.

45 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

Part 8 — Duties of Officers

46 (1) The President presides at all meetings of the Society and of the Directors.

(2) The President is the Chief Executive Officer of the Society and must supervise the other Officers in the execution of their duties.

47 The Vice President must carry out the duties of the President during the President's absence.

48 The Secretary must do the following:

- (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;
- (f) maintain the register of members

49 The Treasurer must:

- (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.

50 (1) The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary-Treasurer.

(2) If a Secretary-Treasurer holds office, the total number of Directors must not be less than 5 or the greater number that may have been determined under bylaw 30(5).

51 In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary at the meeting.

Part 9 — Seal

52 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

53 The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if

no persons are specified, in the presence of the President and Secretary or President and Secretary-Treasurer.

Part 10 — Borrowing

- 54 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 that power, by the issue of debentures.
- 55 A debenture must not be issued without the authorization of a special resolution.
- 56 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 11 — Auditor

- 57 This Part applies only if the Society is required or has resolved to have an Auditor.
- 58 The first Auditor must be appointed by the Directors who must also fill all vacancies occurring in the Office of Auditor.
- 59 At each Annual General Meeting the Society must appoint an Auditor to hold office until the Auditor is re-elected or a successor is elected at the next Annual General Meeting.
- 60 An Auditor may be removed by ordinary resolution.
- 61 An Auditor must be promptly informed in writing of the Auditor's appointment or removal.
- 62 A Director or employee of the Society must not be its Auditor.
- 63 The Auditor may Attend General Meetings.

Part 12 — Notices to Members

- 64 A Notice may be given to a member, either personally or by mail to the member at the member's registered address.
- 65 A Notice sent by mail is deemed to have been given on the second day following the day 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.
- 66 (1) Notice of a general meeting must be given to:

- (a) every member shown on the register of members on the day notice is given,
and;
- (b) the auditor, if Part 11 applies.

(2) No other person is entitled to receive a notice of a general meeting.

Part 13 — Bylaws

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