

FORM 3
SOCIETY ACT
CONSTITUTION
OF
BRITISH COLUMBIA WATER AND WASTEWATER OPERATORS
CERTIFICATION PROGRAM SOCIETY

1. The name of the Society is “British Columbia Water and Wastewater Operators Certification Program Society”.
2. The purposes of the Society are to:
 - 2.1 promote and increase by all lawful means the knowledge, skill and proficiency of the Members of the Society in all matters relating to water and wastewater works;
 - 2.2 establish examinations and prescribe tests of competency suitable to qualify for admission to the Society;
 - 2.3 establishment of classification systems and methods for water and wastewater works;
 - 2.4 co-operate with other organizations having similar allied objects and to join, associate with, and affiliate with, such other organizations upon such terms and conditions as may be mutually desirable; and,
 - 2.5 undertake such other activities as may be deemed appropriate.
3. The purpose of the Society shall be carried out without the object of gain for its members and any profits or other accretions to the Society shall be used in promoting its purposes. This provision is unalterable.

BY-LAWS

The by-laws of the Society are those attached hereto.

BY-LAWS

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1. Definitions

1.1 In these by-laws (including this by-law) the following words and phrases will have the following meaning, unless there is something in the context inconsistent therewith:

“Act” means the Society Act, RSBC 1979 ch. 390.

“Annual General Meeting” or “AGM” means a meeting of the members held pursuant to the Act and pursuant to paragraph 4.1 of the by-laws.

“Appeal Committee” means a committee of three persons, consisting of the first person chosen by the Appellant, a second person chosen by the Board and a third person chosen by the first and second persons. The provisions of the Commercial Arbitration Act, RSBC 1986 ch. 3.

“Board of Directors” or “Board” means the group of directors elected pursuant to these by-laws.

“CEU” means Continuing Education Unit which is a unit of measure of training, education or experience as determined by the Board.

“Directors Meeting” means a meeting of the directors held pursuant to Article 5 of the by-laws.

“General Meeting” means a meeting of the members held pursuant to the Act and pursuant to Article 4 of the by-laws.

“Meeting” means either an Annual General Meeting or a General Meeting or both, as the context may require.

“Membership Year” means the period of time for the end of one AGM until the end of the next AGM.

“Operators Certification Program” or “OCP” means a course of instruction and examination as determined by the Board.

“Registered Address” means the address of a member as recorded in the Society’s register of members.

“Regulations” means the rules and regulations passed pursuant to Article 14 of the by-laws.

“Special Business” means:

- (a) all business at a General Meeting except the adoption of rules of order; and,
- (b) all business that is transacted at an AGM, 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) such other business as, under these by-laws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the Meeting.

“Special Resolution” means a resolution as defined by the Act.

2. Membership

- 2.1 The membership shall consist of members, who are the applicants for incorporation of the Society and those persons who have subsequently become members, in accordance with these by-laws and, in either case have not ceased to be members.
- 2.2 Subject to paragraph 2.3 below, a person may apply to the directors for membership in the Society and, on acceptance, shall be a member.
- 2.3 To be accepted as a member the person must first satisfy the education and training requirements and standards as may be established from time to time in the Regulations.
- 2.4 The amount of the first and subsequent annual membership dues shall be determined by the directors.
- 2.5 A member shall cease to be a member of the Society upon any of the following occurring:
 - (a) by tendering his resignation in writing to the Secretary of the Society;
 - (b) by being expelled, after being heard by the Board, from the Society by a majority resolution of the Board subject to the right of the member to appeal the resolution of the Board to the Appeal Committee and the appeal shall be by way of a new hearing.
 - (c) on having been a member not in good standing for six months; or,
 - (d) upon the member failing to achieve the amount of CEU as may be established from time to time by the Regulations.
- 2.6 All members are in good standing except a member who has failed to pay his current annual membership dues or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.
- 2.7 If a person who applies for a membership in the Society has been, at any time before making his application, a member of the Society then:
 - (a) that person shall pay all or some of the membership dues (as determined by the Board in their discretion) that would otherwise be paid if the person had been a member during the period from the date he ceased to be a member to the date of his application to become a member; and,
 - (b) comply with the education and training requirements for former members as may be established from time to time in the Regulations.
- 2.8 Every member shall uphold the Constitution and comply with these By-laws.

3. Voting

- 3.1 Each member in good standing shall be entitled to cast one vote at any Meeting of the Society.
- 3.2 At any Meeting of the members voting shall be by:
 - (a) show of hands by those present at the meeting of members unless three or more members request a secret ballot; and, if determined by the Board,
 - (b) by mail ballot, pursuant to paragraph 3.3 below;
- 3.3 If the Board determines that voting shall be by mail pursuant to paragraph 3.2(b) above, then the business of the meeting must be decided by mail ballot if:
 - (a) the precise form of question(s) to be decided, together with any supporting documents, shall be mailed by the secretary to each member 28 days before a date indicated on the form of question (the “Closing Date”); and,

(b) any opposing documents received by the secretary on or before 14 days before the Closing Date shall forthwith be mailed to the members.

3.4 Voting by proxy is not permitted.

4. Meetings of Members

- 4.1 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 AGM shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding AGM.
- 4.2 General Meetings of the Society may be called at any time by the directors and shall be called by written notice mailed, prepaid, at least 14 days before the date of the meeting.
- 4.3 Notice of a General Meeting shall specify the place, day and hour of meeting, and, in the case of Special Business, the general nature of the Special Business.
- 4.4 The accidental omission to give notice to, or the non-receipt of the notice of a Meeting by any member shall not invalidate proceedings at the Meeting.
- 4.5 The quorum at all Meetings shall be 19 of the members at the time when the Meeting proceeds to business but the quorum need not be present throughout the Meeting.

5. Directors

- 5.1 The Board of Directors shall consist of nine directors and to be eligible to be elected as a director a person must have the qualifications as outlined in any one of sub-paragraphs (a), (b), (c) or (d) below:
 - (a) 5 members who, at the time of their election, are employed as Water/Wastewater Utility Workers.
 - (b) 1 a person who:
 - (i) is a faculty member; and,
 - (ii) has water and wastewater as his or her major field of study;
 - (c) 1 a person who is:
 - (i) an Engineering Consultant; and,
 - (ii) is directly involved in water/wastewater treatment plant design or operation.
 - (d) 2 persons who are any one of the following:
 - (i) employed in an administrative capacity in a provincial or federal government agency related to water/waste water treatment field;
 - (ii) representative of a municipality who is required to employ a certified operator and who holds the position of either city manager, city engineer, director of public works or an equivalent.

9 Total number of directors.
- 5.2 The directors shall be divided into two groups, (one group must consist of five persons and the other group must consist of four persons) each of which shall serve for a term of two Membership Years except for those directors of the two groups who are appointed as at the date of incorporation. The term of service for each of these groups shall be for two Membership Years, or one Membership Year, respectively, so that only one group of each of the groups comes for re-election or replacement in each Membership Year. Thereafter, as the terms of the directors in each group expire, successor directors for that group must be elected by the Members at the AGM to serve for a term of two Membership Years.
- 5.3 Retiring directors shall be eligible for re-election.
- 5.4 Any vacancy on the Board may be filled by an appointment made by the remaining directors until the end of the Membership Year.

- 5.5 If any director shall resign his office, or without reasonable excuse absent himself from three or more directors' meetings, or be suspended or expelled from the Society, the directors shall declare his office vacated and may replace him pursuant to paragraph 5.4.
- 5.6 The management and administration of the affairs of the Society shall be vested in the directors. In addition to the powers and authorities given by these by-Laws or by the regulations passed pursuant to Article 14 or otherwise expressly conferred upon them, the directors may exercise all such powers of the Society and do all such acts and things on its behalf except those acts or things that are required by the Act or by the by-laws to be exercised or done by the Society at a General Meeting. Without limiting the duties of the directors, their duties shall include the following:
- (a) establishing and applying classification standards for all water and wastewater works;
 - (b) establishing and applying qualification standards for certification and membership in the Society;
 - (c) maintaining records of the certification and qualifications of operators; and,
 - (d) determining the amount and type of experience required of a member to obtain the amount of CEUs that are required by the Board of the members to remain in good standing as a member of the Society.
- 5.7 The directors shall meet at such times and places as they may determine, and may adjourn any meeting at pleasure. The quorum at all meetings of directors shall be a majority of the directors then in office unless otherwise decided by the directors. Questions arising at any meeting of the directors and any committee of directors shall be decided by a majority of votes. The Chairman shall vote only in the case of a tied vote. A director may participate in a meeting of the Board or of any committee of the directors by means of conference telephone or other communications facilities by means of which all persons participating in the meeting can hear each other and provided that all such persons agree to such participation. A director participating in a meeting in accordance with this paragraph shall be deemed to be present at the meeting and shall be counted in a quorum therefore and be entitled to speak and vote thereat.
- 5.8 A director may, and the Secretary upon request of a director shall, call a meeting of the Board at any time. Notice of such meeting specifying the place, day and hour of such meeting shall be mailed, postage prepaid, addressed to each of the directors at his address as it appears on the books of the Society at least 7 days before the time fixed for the meeting, or such notice shall be given to each director either personally or by leaving it at his usual business or residential address or by telegram, telex or other method of transmitting legibly recorded messages, at least 3 days before such time. It shall not be necessary to give notice of a meeting of directors to any director immediately following a General Meeting at which such director shall have been elected or of the meeting of directors at which such director shall have been appointed.
- 5.9 Directors shall not be paid for their services as directors, but their expenses on behalf of the Society may be defrayed by the Society with a prior approval of the Board of directors.
- 5.10 Any resolution of the directors signed by all of the directors shall have the same force and effect as if duly passed at a Directors' Meeting held for that purpose. A director may participate in a Directors' Meeting or of any committee of the directors by means of which all persons participating in the meeting can hear each other and provided that all directors or committee members agree to such participation. A Director participating in a meeting in accordance with this paragraph is considered to be present at the meeting and shall be counted in a quorum therefore and be entitled to speak and vote at the meeting.

- 5.11 Directors may delegate any, but not all, of their powers to committees consisting of at least one director as they think fit.
- 5.12 The committee so formed in the exercise of the power so delegated shall conform to any rules that may from time to time be imposed on it by the directors and shall report any act or thing done in the exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
- 5.13 Subject to the Society Act, every director or officer on behalf of the Society and that person's heirs, executors and administrators (any one of whom is hereinafter called the "Agent") who has undertaken or is about to undertake any liability on behalf of the Society must, from time to time, and at all times, be indemnified and saved harmless out of the funds of the society from and against the following: all costs, charges and expenses which the Agent sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against the Agent or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by the Agent in or about the execution of the duties of the Agent's office or in respect of any such liability. This indemnification shall, however, not apply to those costs, charges or expenses as are caused by the Agent's own willful neglect or default.
- 5.13 A director may be removed from office by special resolution and another director may be elected, or by ordinary resolution appointed, to serve during the balance of the term.

6. Officers

- 6.1 The directors shall meet as soon as possible following each AGM and shall elect amongst the directors the following officers:
 - 6.1.1 A Chairman, who shall be the chief executive officer of the Society and shall supervise the other officers in the execution of their duties. The Chairman shall be the chairman of all meetings of the Society and all meetings of the directors but if at any meeting the Chairman is not present within 30 minutes after the time for holding the meeting, the directors may choose one of their number to be chairman at that meeting.
 - 6.1.2 A Secretary-Treasurer who shall:
 - (a) conduct the correspondence of the Society;
 - (b) issue notice 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; and,
 - (e) have custody of the common seal of the Society;
 - (f) maintain the register of members.
 - (g) keep the financial records, including books of account, necessary to comply with the Act;
 - (h) render financial statements to the directors, members, and others when required; and,
 - (i) perform such other duties as may be assigned by the directors, all of whom shall hold office until the next AGM.

7. Accounts

- 7.1 The directors shall cause true accounts to be kept of:
 - (a) all sums of money received and expended and the matters in respect of which the receipts and expenditures took place;
 - (b) assets and liabilities;
 - (c) all other transactions affecting the financial position of the Society.

- 7.2 The directors shall lay before the members of the Society at each AGM the financial statements showing income and expenditures of the Society during the preceding fiscal year.
- 7.3 The Fiscal year of the Society shall terminate at such time as the directors shall determine.
- 7.4 The accounts and books of the Society shall be examined at least once in every year and their correctness ascertained by the Board. These directors shall certify the correctness or otherwise of the Society's accounts as presented to each AGM of the Society.

8. Borrowing

- 8.1 The directors may, subject to the Act, exercise all the powers of the Society to borrow or raise or secure the payment of money, in such manner and form, at such time / or times in such amounts and upon such terms as they think fit.

9. Seal

- 9.1 The common seal of the Society shall be under the custody of the directors and shall not be affixed to any instrument except by authority of a resolution of the Board and in the presence of such Officers or directors as may be prescribed by such Resolution, such Officers or directors to sign the instrument to which the seal of the Society is so affixed.

10. Alterations of By-Laws

- 10.1 These by-Laws may be altered or added to by a Special Resolution of the Society.

11. Records

- 11.1 The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts, books and records of the Society or any of them shall be opened to the inspection of members not being directors.

12. Minutes

- 12.1 The Secretary-Treasurer or some other officer specially charged by the Board with that duty shall maintain and have charge of the Minute Books of the Society and shall record or cause to be recorded therein minutes of proceedings of all meetings of members or directors.

13. Notice

- 13.1 Any notice required to be given in these By-laws must be treated as given if any one, some or all of the following methods of giving notice are used:
- (a) mailed by prepaid registered mail;
 - (b) Electronic Mail; or,
 - (c) delivered by hand,
- to the last address of the director, officer or member at his or her last address as recorded in the books of the Society. If any notice is given as listed below, then it must be considered received at the time indicated below:

if sent by: time considered received

Mailed by prepaid: 56 hours after mailing. If, however, registered mail: this occurs on a day when mail is not regularly delivered, then upon the next day when mail delivery does occur

Electronic Mail: 24 hours after the time that the sender can establish, by independent means, that the notice was received by the intended recipient

Delivered by hand: upon the date of delivery

If normal mail service or Electronic Mail is interrupted by strike, slow down, force majeure, or other cause, a notice sent by the impaired means of communication will not be considered to be received until actually delivered. The party sending the notice must then utilize any other services which have not been so interrupted or must deliver the notice in order to ensure its prompt receipt.

For the purposes of this paragraph, "Electronic Mail" means any method of transmitting legibly recorded messages, including, without limitation, telex, telegraph, telephone facsimile transmission or electronic mail.

For purposes of greater certainty and clarity in the interpretation and application of the provisions of this paragraph and the use of the above time periods, the time periods stated do not abridge or otherwise alter the length of notice required by law or pursuant to these by-laws. The "time considered received" as above is the time when notice was effectively given and the number of days or hours, as the case may be, specified under the various notice provisions herein, would be considered to run from the date "time considered received".