

PROPOSED REVISED EOCP CONSTITUTION

CONSTITUTION

OF

ENVIRONMENTAL OPERATORS CERTIFICATION PROGRAM SOCIETY

1. The name of the Society is “Environmental 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, waste, and wastewater works.
 - 2.2 establish examinations and prescribe experience and education suitable to qualify for admission to the Society;
 - 2.3 establish classification systems for water, waste, and wastewater works and systems;
 - 2.4 establish standards and processes for certification of operators of water, waste, and wastewater systems;
 - 2.5 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;
 - 2.6 develop and deliver training programs, or work with other organizations in the design and development of training programs, relevant to the certification of water, waste, and wastewater operators
 - 2.7 undertake such other activities as may be deemed appropriate.
3. The purposes 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.

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BY-LAWS

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

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BYLAWS

Bylaws of the Environmental Operators Certification Program Society

Part 1 — Interpretation

- 1 (1) In these bylaws, unless the context otherwise requires:
 - “**directors**” means the directors of the society for the time being;
 - “**Environmental Operators Classification and Certification Policy**” means the policy approved by the directors in accordance with Part 13 of the Bylaws.
 - “**Society Act**” means the *Society Act* of British Columbia from time to time in force and all amendments to it;
 - “**registered address**” of a member means the member's address as recorded in the register of members.
- (2) The definitions in the *Society Act* 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.

Part 2 — Membership

- 3 The members of the society are
 - (1) those persons who were members in good standing as of June 30, 2008 and those persons who subsequently become members in accordance with these bylaws and, in either case, have not ceased to be members, and
 - (2) the directors elected under Part 5 of these bylaws for so long as they hold the office of director.
- 4 A person who has satisfied the requirements for certification under the society's Classification and Certification Policy may apply to the directors for membership in the society and on acceptance by the directors is a member.
- 5 Every member must uphold the constitution and comply with these bylaws.
- 6 The amount of the annual membership dues must be determined by the directors.
- 7 A person ceases to be a member of the society
 - (1) 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,
 - (2) on his or her death,
 - (3) on being expelled,
 - (4) on his or her certification under Part 13 expiring or being revoked in accordance with the Environmental Operators Classification and Certification Policy
 - (5) on his or her annual dues having not been paid within 180 days of the due date established by the directors.
- 8 (1) A member may be expelled by a special resolution of the members passed at a general meeting.

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- (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 9 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/or has failed to complete his/her Continuing Education Requirement by the required deadline and the member is not in good standing so long as the debt remains unpaid or the Continuing Education Requirement is not met.

Part 3 — Meetings of Members

- 10 General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
- 11 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 12 The directors may, when they think fit, convene an extraordinary general meeting.
- 13
 - (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.
- 14 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

- 15 Special business is
 - (1) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (2) all business conducted at an annual general meeting, except the following:
 - (a) the adoption of rules of order;
 - (b) the consideration of the financial statements;
 - (c) the reports of the directors;
 - (d) the report of the auditor, if any;
 - (e) the election of directors;
 - (f) the appointment of the auditor, if required;
 - (g) 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.

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- 16 (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 is 19 members present or a greater number that the members may determine at a general meeting.
- 17 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.
- 18 Subject to bylaw 19, 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.
- 19 If at a general meeting
 - (1) there is no president, vice president, or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (2) 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.
- 20 (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.
- 21 (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.
- 22 (1) A member in good standing is entitled to one vote.
- (2) Voting is by show of hands, except in the case of a mail vote conducted in accordance with section 23
- (3) Voting by proxy is not permitted.
- 23 (1) The Board may determine that the election of directors is to be conducted by mail ballot. In such a case, the Board must:
 - (a) appoint a mail ballot returns officer, who must not be a member of the board of directors or an officer or employee of the society,
 - (b) not less than 90 days before the next Annual General Meeting, issue a call for nominations, which must provide for a period of not less than 14 days for nominations to be filed

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- (c) not less than 60 days before the next Annual General Meeting, send voting ballots to all members in good standing, which ballots must specify that completed ballots are to be sent to the returns officer no later than 30 days before the next Annual General Meeting.
 - (d) make arrangements to have the votes counted by the returns officer and have the results announced at the next Annual General meeting
 - (e) make available for the inspection of any member who so requests all ballots returned to the returns officer prior to the specified return date
- (2) The Board may determine that voting on any matter other than the election of directors shall be by mail and in such cases must ensure that:
- (a) the precise form of question(s) to be decided, together with any supporting documents, shall be mailed by the secretary to each member a minimum of twenty-eight (28) days before the voting deadline as indicated on the form (the "Closing Date"); and,
 - (b) any opposing documents received by the secretary on or before fourteen (14) days before the Closing Date shall forthwith be mailed to the members.

Part 5 —Directors and Officers

- 24 (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) 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.
- 25 (1) There shall be nine directors, elected by the members as follows:
- (a) five members who at the time of their election are certified operators employed as a water, waste, or wastewater operator
 - (b) one person who is or has been a consultant, directly involved in water, waste, or wastewater design and/or operation
 - (c) one person who is or has been employed in an administrative capacity in a provincial or federal government agency directly involved in the waste, waste, or wastewater operation field
 - (d) one person who is or has been a representative of a municipality, regional district, or commercial or industrial operation that employs certified operators and who holds the position of city/regional engineer, director of public works, technical superintendent, or equivalent
 - (e) one person who is or has been a faculty or staff member at a post-secondary education institution whose major field of activity is training of water, waste, or wastewater operators or is a member-at-large who has demonstrated commitment to the training and certification of water, waste, and wastewater operators.

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- 26 (1) Of the directors holding office on the day immediately prior to the 2009 Annual General Meeting,
- (a) those who were elected in 2008 for a 2 year term shall remain in office until the 2010 annual general meeting, and
 - (b) those elected in 2007 for a 2 year term shall vacate office at the 2009 Annual General meeting
- (2) All directors elected at the 2009 annual general meeting and thereafter shall be elected for a term ending on the date of the second annual general meeting after their election, when their successors shall be 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.
- (6) Where election of directors occurs by mail ballot, the directors shall be considered elected as of the date of the annual general meeting at which the results are announced.
- 27 If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint a person who meets the election qualifications under section 25 of the director who has ceased to hold office.
- 28 (1) A director so appointed holds office only until the conclusion of the term of the director whom they are replacing but is eligible for re-election
- (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- 29 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.
- 30 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.
- 31 The Directors shall meet as soon as practicable following each Annual General Meeting and shall elect from among them:
- (1) a President
 - (2) a Vice-President
 - (3) a Secretary
 - (4) a Treasurer

Part 6 — Proceedings of Directors

- 32 (1) 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.
- (2) 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.
- (3) 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 number to be the chair at that meeting.

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- (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
- 33 (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) 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.
- 34 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 number to be the chair of the meeting.
- 35 The members of a committee may meet and adjourn as they think proper.
- 36 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.
- 37 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, e-mail, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
 - (1) a notice of meeting of directors is not required to be sent to that director, and
 - (2) 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.
- 38 (1) 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.
- 39 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.
- 40 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 7 — Duties of Officers

- 41 (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.
- 42 The vice president must carry out the duties of the president during the president's absence.
- 43 The secretary must do the following:
 - (1) conduct the correspondence of the society;
 - (2) issue notices of meetings of the society and directors;
 - (3) keep minutes of all meetings of the society and directors;

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- (4) have custody of all records and documents of the society except those required to be kept by the treasurer;
 - (5) have control of the common seal of the society;
 - (6) maintain the register of members.
- 44 The treasurer must
- (1) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
 - (2) render financial statements to the directors, members, and others when required.
- 45 The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- 46 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 — Seal

- 47 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 48 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 9 — Borrowing

- 49 The directors may, subject to the *Society 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.

Part 10 — Auditor

- 50 This Part applies only if the society is required or has resolved to have an auditor.
- 51 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 52 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.
- 53 An auditor may be removed by ordinary resolution.
- 54 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 55 A director or employee of the society must not be its auditor.
- 56 The auditor may attend general meetings.

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Part 11 — Notices to Members

57 A notice may be given to a member, either:

- (1) Personally
- (2) By mail to the member at the member's registered address, or
- (3) To an email address or fax number supplied by the member for the purposes of receiving notices

58 (1) A notice sent by mail is deemed to have been given on the third business 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.

- (2) A notice sent by email or fax is deemed to have been given on the second day following the day on which the notice is sent, and in proving that notice has been given, it is sufficient to prove the notice was sent to the email address or fax number supplied by the member for the purposes of receiving notices

59 (1) Notice of a general meeting or a mail ballot 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 10 applies.

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

Part 12 — Bylaws

60 The society must publish a copy of its constitution and bylaws on its website, and must provide a hard copy to any member who so requests.

61 These bylaws must not be altered or added to except by special resolution.

Part 13 - Environmental Operators Classification and Certification Policy

62 The directors shall as soon as practicable establish, and may amend from time to time, an Environmental Operators Classification and Certification Policy, to:

- (1) establish criteria for the classification of water, waste or wastewater systems
- (2) establish examinations and prescribe standards of experience and education necessary to be certified as an operator in relation to levels of certification appropriate to classes of water, waste or wastewater systems
- (3) establish standards with respect to the content and delivery of training opportunities acceptable to the EOCP for the purposes certifying water, waste or wastewater operators
- (4) establish processes for applications for classification and certification, and the fees for such applications,
- (5) specify whether decisions respecting classification and certification may be made by the directors, a committee of directors, an individual director, an officer or employee of the society,
- (6) specify the manner in which certificates may be issued, the duration of such certificates, and rules respecting renewal (including requirements for continuing education)
- (7) specify the circumstances in which a certificate may be suspended or revoked prior to the expiration of its term
- (8) specify rules for the expiry of certificates issued prior to June 1, 2008
- (9) specify a process by which decisions concerning classification and certification may be appealed

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63 The “Environmental Operators Certification Program Guide” previously approved by the directors shall be the Environmental Operators Classification and Certification Policy until such time as the directors adopt a policy under section 61 of these bylaws.

Part 14 - Miscellaneous

64 The directors must publish the Environmental Operators Classification and Certification Policy on its website and must make a hard copy available to any member upon request.

Part 15 - Transition

65 Notwithstanding anything in these bylaws:

- (1) The persons holding office as directors on the date these bylaws come into effect are the directors of the society.
- (2) The person holding the office of Chairperson on the date these bylaws come into effect is the President of the society and such person ceases to hold office at the next first meeting of the directors following the next Annual General Meeting.
- (3) The person holding the office of Secretary on the date these bylaws come into effect is the Secretary of the society and such person ceases to hold office at the first meeting of the directors following the next annual general meeting.
- (4) The person holding the office of Treasurer on the date these bylaws come into effect is the Treasurer of the society and such person ceases to hold office at the first meeting of the directors following the next annual general meeting.