

# Constitution and Bylaws of Irrigation Industry Association of BC

December 2016

## Constitution

- 1) The name of the society is **IRRIGATION INDUSTRY ASSOCIATION OF BRITISH COLUMBIA**, hereinafter known as 'IIABC', 'Society' or 'Association'.
- 2) The society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.
- 3) The purposes of the society are to:
  - Foster and promote the interest and welfare of its members and the irrigation industry.
  - Establish and develop a means for the exchange of information and ideas within the industry.
  - Establish and promote guidelines, standards and specifications for the design and installation of irrigation systems.
  - Promote and encourage harmony and co-operation between members and others who are directly or indirectly engaged in the industry or other related industries.
  - Promote and encourage a public appreciation and interest in irrigation and water management.

## Irrigation Industry Association of British Columbia Bylaws

### PART 1 - INTERPRETATION

1. In these by-laws, 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 his address as recorded in the register of members;
  - d) 'Ordinary Resolution' means a resolution passed at a general meeting by a simple majority of voting members present;
  - e) "Special Resolution" means a resolution passed at a general meeting by at least 2/3rds of the votes cast in person or by proxy.
- 1.1 The definitions in the Society Act on the date these by-laws become effective apply to these by-laws.
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 11 - MEMBERSHIP

3. Members shall be defined as follows:
  - 3.1 Company Membership (voting) – a company, corporation, partnership, agency or government residing in British Columbia and actively engaged in the provision of goods and/or services to the irrigation industry in BC as a manufacturer, distributor, dealer, contractor designer or guarantor of irrigation work shall be eligible to become a company member.
  - 3.2 Individual Membership (voting) – an individual working for a company, corporation, partnership, government or agency, residing in BC who is not directly involved with the supply of goods and services in the irrigation industry or is working for an organization that is not a member of the society is eligible to become an individual member. If the individual is the owner of a company then a company membership must be taken.
  - 3.3 Honorary Member (voting) – members of the IIABC who have made a significant contribution to the Association and who have been duly nominated and approved by the Board of Directors for this honor. An honorary membership will initially be for a 10 year term and can be reinstated for another term at the discretion of the Board of Directors.

3.4 Associate Member (non-voting) - an individual, company, corporation, partnership agency or government residing outside the province of BC that is interested in irrigation and pledges to uphold the Objectives, Constitution and By-Laws of the IIABC may become an associate member.

4. A person may apply to the directors of the IIABC for membership in the society and on the acceptance by the directors shall be appointed as a member in the appropriate category noted in article (3) above, as determined by the directors discretion.
  - 4.1 A membership year is January 1<sup>st</sup> to December 31<sup>st</sup> of the same calendar year.
5. An existing member remains in good standing upon payment of annual dues and being in compliance with the Association's Constitution, By-laws, policies and regulations as duly established.
6. Membership fees are initiated by the Board of Directors and rates must be passed by an ordinary resolution at the annual general meeting of the society. Honorary members are not required to pay membership fees.
  - 6.1 An applicant applying for membership into the association must include payment of the membership fee with the application for membership forms.
7. A person shall cease to be a member of the society,
  - a) by delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
  - b) on his death or in case of a company, corporation, partnership, agency or government on dissolution;
  - c) on being expelled;
  - d) failure to pay the association's dues and being in arrears for six (6) consecutive months; or
  - e) on non compliance of association constitution, by-laws, policies and regulations.
8. A member may be expelled by a special resolution of the members passed at a general meeting.
  - 8.1 The notice of special resolution for expulsion shall be accompanied by a brief statement of reason or reasons for the proposed expulsion.
  - 8.2 The person who is the subject of the proposed resolution for expulsion shall 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 current annual membership fee or any other subscription of debt due and owing by him to the Association and he is not in good standing so long as the debt remains unpaid.

### **PART III – MEMBER MEETINGS**

10. The Annual General Meeting of the Association shall be held at the time and place as may be recommended by the Executive Administrator and approved by the Board of Directors.
11. Annual General Meetings
  - 11.1 The annual general meeting of the Association will be held at least once in every calendar year and not more than 15 months after the adjournment of the previous Annual General Meeting.
  - 11.2 Notice of an Annual General Meeting, including the agenda and any Special Resolution will be sent to every member by mail or electronically no later than 21 days prior to the meeting.
  - 11.3 The business of the Annual General Meeting shall include:
    - a) The Minutes of the previous year's Annual General Meeting
    - b) Report from the Board of Directors on the business of the preceding year
    - c) Report of the Reviewed Financial Statements of the fiscal year
    - d) If an auditor is required, the appointment of the Auditor for the next year
    - e) Report from the Executive Administrator
    - f) Special Resolutions and Ordinary Resolutions as may be presented
    - g) The election of Officers and Directors for the succeeding year
    - h) Other business as may be presented
12. Every general meeting other than an annual meeting is a special general meeting.
13. The directors may when they think fit, or at the request of ten percent (10%) of the voting members of the society, convene a special general meeting.
14. Special General Meeting
  - 14.1 A Special General Meeting may be called by the Board of Directors at such time and place as they see fit, and with at least 21 days notice of the time, location and specific business of the Special General Meeting being sent to all members.
  - 14.2 A Special General Meeting requisitioned by at least 10% of the voting members must be called by the Board of Directors within 21 days of receipt of such a request. The Requisitioned Special Meeting will be convened in the same manner as in 14.1

15. 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.
16. Voting at General Meetings
  - 16.1 Members that are present and in good standing may vote at and participate in any annual or general meeting.
  - 16.2 A member in good standing present at a general meeting is entitled to one vote.
  - 16.3 Voting by proxy will be permitted. A proxy vote can only be assigned to a voting member of the society who is in good standing, on a form approved by the society and received by the IIABC office 5 days prior to the general meeting, and only for the specific general meeting noted on the form.
  - 16.4 A quorum is one quarter (1/4) or at least (3) of the voting members in good standing.
  - 16.5 Voting through electronic means at general meetings is not permitted.
17. No business other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
  - 17.1 If at a 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 the meeting shall be adjourned or terminated.

#### **PART IV - DIRECTORS AND OFFICERS**

18. Composition of the Board of Directors
  - 18.1 The management of the Association shall be vested in a Board of Directors consisting of elected Directors as listed, plus the Past President.
    - a) President
    - b) President Elect
    - c) Treasurer
    - d) Two elected directors at large
  - 18.2 All directors must be voting members in good standing.
19. The term of office for each director elected at an Annual General Meeting will be as follows:
  - 19.1 A President Elect shall be elected and will reside as a member of the Board of Directors for a three year term, sitting as President Elect in year 1, President in year 2 and Past President in year 3.
  - 19.2 A Treasurer will be elected for a two year term. The Treasurer will therefore be elected every two years.
  - 19.2 One director at large will be elected for a two year term every year. The remaining director at large will have a one year term remaining.
20. The Past President may continue in current capacity if the sitting president is re-elected into another position on the Board of Directors.
21. The directors may exercise all the powers and do all of the acts and things that the society may exercise and do, and which are not by these by-laws 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 by-laws; and
  - c) rules not being consistent with these by-laws which are made from time to time by the society in a general meeting.
  - 21.1 No rule, made by the society in a general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
22. The President, President-Elect and Treasurer shall be officers of the society.
23. Vacancies on the Board
  - 23.1 Any vacancy on the Board, except for the Past President, shall be filled by appointment by the Board of Directors.
  - 23.2 The appointed Director shall serve to the end of the term for which they are appointed.
24. The association will make every attempt to ensure that the Lower Mainland, Vancouver Island and the Interior regions of the province are represented on the Board of Directors.
25. The members may, by special resolution, remove a director before the expiration of his term of office and may elect a successor to complete the term of office.
26. No director shall be remunerated for being or acting as a director other than out of pocket expenses incurred in the pursuit of the business of the Association or those expenses authorized by the Board of Directors in relation to business trips on behalf of the Association.

#### **PART V - PROCEEDING OF DIRECTORS**

27. Proceedings of Directors
  - 27.1 Directors meetings shall be at the call of the president or any three (3) directors, or the executive administrator on the request of the president or three directors and be held in person, be teleconference or other electronic means that permits all persons to participate.

- 27.2 The Directors will meet at least three (3) times per year, at the places they think fit to conduct business.
- 27.3 Four directors present at a Board of Directors meeting shall constitute a quorum.
- 27.4 Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- 27.5 A resolution in writing or made by electronic means approved by all of the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of the directors.
- 27.6 Directors who, during their term of office fail to attend meetings of directors shall, after 3 successive absences be removed from the Board of Directors.
- 27.7 The Directors may establish Committees of the Board and develop Terms of Reference for such committees, including the delegation of authority.
28. The president shall preside at all meetings of the Society and of the directors.
- 28.1 The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
29. The Past President will have the following duties:
- 29.1 The Past President shall carry out the duties of the president when absent from a meeting or upon resignation from the society.
- 29.2 The Past President, shall chair a Nominating Committee including two directors or members in good standing that are not running for office in the applicable election. The Committee will present a slate of candidates of for the election to be held at the Annual General Meeting.
30. The Treasurer will have the following duties:
- a) Maintain the financial statements of the Association
  - b) Have custody of all financial records and documents of the Association
  - c) Present the annual financial statement of the Association at the Annual General Meeting
31. An Executive Administrator shall be appointed by the Board and shall be paid a stipend, as set by the Board of Directors from time to time.
- 31.1 The Executive Administrator shall in general manage the day to day operations of the Association including:
- a) act as secretary for the society, including meetings of the Association and Directors;
  - b) have custody of all records and documents of the Association;
  - c) have custody of the common seal of the Association;
  - d) maintain the register of members.
- 31.2 In the absence of the Executive Administrator from a meeting, the directors shall appoint another person to act as secretary at the meeting.

## **PART VI – CONFLICT OF INTEREST AND CONFIDENTIALITY**

32. A director who has an interest in, or who may be perceived as having an interest in a proposed contract or transaction with the Association shall:
- 32.1 promptly disclose the nature and extent of such interest to the Board, committee or General Meeting, as the case may be;
  - 32.2 not vote or speak in debate on such contract or transactions; and
  - 32.3 refrain from influencing or attempting to influence the decision on such contract or transaction
33. A director shall abstain from any vote where a commitment of funds by the Association will significantly benefit an individual, group or club not at arm's length from the Director, but does not apply to a vote on membership fees or to the purchase of insurance.
34. The business of the Board is generally kept within the confines of the Board meeting with reasonable exceptions as may be required to undertake the regular business activities of the Association.
- 34.1 The Board may declare specific items of business and discussions to be confidential through a move to an "in camera" session of the Board, or by restricting release of information until such time as the Board has, by majority, subsequently approved release of the information.

## **PART VII - SEAL**

35. The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
36. 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.

## **PART VIII – FINANCES**

37. The fiscal year of the Association shall be from July 1 to June 30<sup>th</sup> of the following year.
38. The Society shall have no borrowing powers. Society funds may be invested in bank term deposits or GIC's.
39. The Board shall receive from the Treasurer, and upon their approval, adopt an annual operating budget for the Association.

40. There will be two signing officers for the Association consisting of at least one from the President, the President Elect, or Treasurer. Financial instruments and contracts require signatures from two signing officers.
41. The Association shall not issue, publish or circulate any financial statement other than to a director or officer until it is first approved by the Board of Directors and the approval is evidenced by the signature of 2 directors.
42. Prior to the Annual General Meeting, the financial statements of the previous fiscal year will be subject to a financial review by the Board of Directors and the statements signed by the President and Treasurer.
43. As there is no auditor required by the legislation, there will be no auditor unless approved by an ordinary resolution at the Annual General Meeting.
  - 43.1 The members entitled to vote at the Annual General Meeting may appoint, by an ordinary resolution, an auditor if one is desired by the Association.
  - 43.2 The auditor may be removed by ordinary resolution.
  - 43.3 No director or employee of the Association shall be the auditor. The society membership can appoint a member of the Society as the Auditor.

#### **PART IX - INDEMNIFICATION**

44. Each and every IIABC Director and Committee member, shall be deemed to have assumed office on the express understanding, agreement and condition that each one of them, their heirs and personal representatives shall at all times be indemnified and saved harmless out of the funds from the IIABC from and against all costs, charges and expenses whatsoever, which any one of them sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or things whatsoever made, done or permitted by any of them in or about execution of the duties of their office and also from and against all costs, charges and expenses which any of them may sustain or incur in or about the affairs of the IIABC, willful neglect or default.

#### **PART X - NOTICES TO MEMBERS AND RECORDS**

45. A notice may be given to a member, either personally or by mail to him at his registered address.
46. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice was posted and in providing that the notice had been given it is sufficient to prove the notice was properly addressed and put in a Canadian Post Office receptacle.
47. Notice of a general meeting shall be given to:
  - a) each member shown on the register of members on the day notice is given; and
  - b) no other person is entitled to receive a notice of general meeting.
48. The time and place at which the books and records of the Association may be inspected by the members shall be prescribed by the Board of Directors from time to time, but shall be no later than 14 days after any such request.

#### **PART XI – CONSTITUTION AND BY-LAWS**

49. A copy of the Constitution and Bylaws of the Association will be provided as a paper copy or electronically and without charge to any member who makes such a request.
50. The IIABC Constitution and Bylaws shall not be rescinded, altered or added to accept by Special Resolution.
51. Any member wishing to change or amend the Constitution and Bylaws must notify the Board of Directors at least 30 days before the Annual General Meeting, outlining in writing the special resolution, and signed by 3 voting members. Such resolution will be distributed to the membership in accordance with section 11.2.
52. The Board of Directors may present special resolutions to change or amend the Constitution and Bylaws in accordance with sections 11.2 and 14.1.
53. At the General Meeting, the special resolution covering a change in the constitution and/or bylaws shall be voted on and must be passed by a 2/3 majority of ballots cast by voting members.

#### **PART XII – STANDING COMMITTEES AND AD HOC COMMITTEES**

54. A Standing Committee may be established by the Board of Directors stating its intended purpose and general scope of responsibility. Each Standing Committee will have Terms of Reference with specific delegated authority. The Board of Directors shall appoint Committee Chairs and Committee members.
  - 54.1 Standing Committee may have sub-committees formed under their jurisdiction, with their own Terms of Reference and delegated authority.
55. The Board of Directors may, from time to time, establish Ad Hoc Committees as may be required to undertake short term projects. Each Ad Hoc committee will have Terms of Reference in effect during the duration of their task. The Board of Directors shall appoint Committee Chairs and Committee members.