

Constitution

- 1) The name of the society is:

IRRIGATION INDUSTRY ASSOCIATION OF BRITISH COLUMBIA

- 2) The objectives of the society are:

To foster and promote the interest and welfare of its members and the irrigation industry.

To establish and develop a means for the exchange of information and ideas within the industry.

To establish and promote guidelines, standards and specification for the design and installation of irrigation systems.

To promote and encourage harmony and co-operation between members and others who are directly or indirectly engaged in the industry or other related industries.

To promote and encourage a public appreciation and interest in irrigation and water management.

By-Laws of Irrigation Industry Association of British Columbia

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) "special resolution" means a resolution passed by 75% of the majority of a quorum of such members entitled to vote in person or by proxy at a general meeting of the society duly called.
- 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. 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 by-laws and, in either case, have not ceased to be members.
4. A person may apply to the directors for membership in the society and on the acceptance by the _____ directors shall be appointed as a member of the society either company, individual or associate, as _____ determined by the directors and within the scope of their discretion.
5. Every member shall uphold the constitution and comply with these by-laws.
6. The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues will be determined at the annual general meeting of the society.
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 corporation on dissolution;
 - c) on being expelled; or
 - d) on having been a member not in good standing for twelve (12) consecutive months.
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 society and he is not in good standing so long as the debt remains unpaid.

PART III - MEETINGS OF MEMBERS

10. General meetings of the society shall be held at the time and place as may be recommended by the programming committee and approved by the board of directors.
11. Every general meeting other than an annual meeting, is an extraordinary general meeting.
12. The directors may when they think fit, or at the request of ten percent (10%) of the voting members of the society, convene an extraordinary general meeting.
13. 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.
- 13.1 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 society shall hold a general meeting at least once per year.

PART IV - PROCEEDINGS AT GENERAL MEETINGS

15. 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 appointment of the auditor, if required. And
 - VI) the other business that, 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.
16. 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.
- 16.1 If at any time during a 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.
- 16.2 A quorum is one-quarter (1/4) or at least (3) of the voting members in good standing.
17. If within thirty (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 thirty (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 past president, or in the absence of both, one of the other directors present shall preside as chairman of a general meeting.
19. If at a general meeting,
- a) there is not president, past-president, or other director present within fifteen (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 chairman, the members present shall choose one of their number to be chairman.
20. 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 meetings from which the adjournment took place.
- 20.1 When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 20.2 Except as provided by this bylaw, it is not necessary to give notice to be transacted at an adjourned general meeting.
21. No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
- 21.1 In case of an equality of votes the chairman 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.
22. A member in good standing present at a meeting of members is entitled to one vote.
- 22.1 Voting is by show of hands.

22.2 Voting by proxy is permitted.

22.3 A proxy is when a voting member delegates his vote in writing to another member of the association, whether voting or non-voting.

23. A corporate member or partnership member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the right of a member for all purposes with respect to a meeting of the society. Where the authorized representative is unavailable for any meeting, the corporation or partnership may designate another person in writing to act in the place and stead of that authorized representative of that corporation or partnership for all purposes with respect to a meeting of the society.

PART V - DIRECTORS AND OFFICERS

24. The directors may exercise all the powers and do all 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.

24.1 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.

25. The president, treasurer, president-elect and past president, shall be directors of the society.

25.1 The number of the directors shall be six (6).

26. The society executive shall consist of a president, treasurer, president-elect, past-president and two additional directors. The two additional directors shall be elected in alternate years for a two year term. The treasurer shall be elected for a one year term.

26.1 Separate elections shall be held at each annual general meeting for an officer who retires from office.

26.2 An election may be by acclamation, otherwise it shall be by ballot.

26.3 If no successor is elected, the person previously elected or appointed, continues to hold office.

26.4 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.

27. The directors may at any time, and from time to time, appoint a member as a director to fill a vacancy in the directors.

27.1 A director so appointed holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.

28. If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.

28.1 No act or proceeding of the directors is invalid only by reason of these being less than the prescribed number of directors in office.

29. 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.

30. No director shall be remunerated for being or acting as a director.

PART VI - PROCEEDING OF DIRECTORS

31. The directors may meet together at the place they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit.

31.1 The directors may from time to time fix the quorum necessary to transact business and unless so fixed the quorum shall be a majority of the directors then in office.

31.2 The president shall be chairman of all meetings of the directors, but if at a meeting the president is not present within thirty (30) minutes after the time appointed for holding the meeting, the past president shall act as chairman, but if neither is present the directors present may choose one of their number to be chairman at the meeting.

31.3 A director may at any time, and the secretary on the request of a director, shall convene a meeting of the directors.

32. The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

- 32.1 A 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.
33. A committee shall elect a chairman of its meetings but if not present within thirty (30) minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.
34. The members of a committee may meet and adjourn as they think proper.
35. 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 time a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly appointed or elected director or directors, for the meeting to be constituted, if a quorum of the directors is present.
36. 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) no notice of meeting 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.
37. Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
- 37.1 In case of an equality of votes, the chairman does not have a second or casting vote.
38. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of the meeting may remove or propose a resolution.
39. 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.
40. The president shall preside at all meetings of the Society and of the directors.
- 40.1 The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
41. The past president shall carry out the duties of the president during his absence.
42. The directors of the society may appoint a secretary to:
- 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;
 - e) have custody of the common seal of the Society; and
 - f) maintain the register of members.
- The treasurer shall:
- a) maintain the financial statements of the Society;
 - b) have custody of all financial records and documents of the Society.
- 42.1 The Secretary may be remunerated for services.
43. In the absence of the Secretary from a meeting the directors shall appoint another person to act as secretary of the meeting.

PART VIII - SEAL

44. The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
45. 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 IX - BORROWING

46. The Society shall have no borrowing powers.

PART X - AUDITOR

47. No auditor being required by the legislation, there will be no auditor.

PART XI - NOTICES TO MEMBERS

48. A notice may be given to a member, either personally or by mail to him at his registered address.

49. 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.
50. 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.

PART XII - BY-LAWS

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

PART XIII – CERTIFICATION PROGRAMS

53. The Board of Directors of the society may establish a Certification Board to oversee and supervise the operations of the Society's Certification Programs.
 - 53.1 The Certification Board shall be comprised of certified members that represent each of the society's certification disciplines as well as a Chair. The Chair must be a Certified Irrigation Designer.
 - 53.2 The members of the Certification Board and the Chair will be appointed by the Board of Directors.
 - 53.3 The Chair of the Certification Board must be an existing member that has served at least three years on the Certification Board.
 - 53.4 If a vacancy on the Certification Board occurs the Certification Board Chair may appoint a member to fill the vacancy.
 - 53.5 Each member of the Certification Board will be appointed for a three year term. The term of membership shall be established so that only one third of the Certification Board membership shall be renewed every year.
 - 53.6 A Certification Board member may hold office for consecutive terms if appointed by the Certification Board Chair.
54. The Certification Board, with approval from the Board of Directors, may alter these bylaws with respect to certification requirements by special resolution as stated in bylaw 52.
55. The responsibilities of the Certification Board will be to:
 - a) Develop terms of reference which outline Board membership, the operation of the board and the operation of each of the Society's certification programs;
 - b) Recommend to the Board of Directors the establishment of a fee schedule for the Society's certification programs;
 - c) Establish the reporting and documentation requirements for the operation of the Society's certification programs;
 - d) Where necessary, establish the training, examination requirements and passing grades for all categories of the Society's certification programs;
 - e) Where necessary, establish other requirements for obtaining certification in the Society's programs;
 - f) Determine the methodology for the awarding applicants certification in the Society's programs;
 - g) Implement inspection and enforcement policies with respect to the Society's certification programs;
 - h) Administer funds that may be established for the operation and promotion of the Society's certification programs;
56. The Board of Directors of the Society may set an application and annual fee for all categories of the Certification Programs and change the amount of these fees with approval of the membership at the annual general meeting.
57. The society may establish, but is not limited to, the following certification programs: Certified Irrigation Designer, Certified Irrigation Auditor, Certified Irrigation Contractor and Certified Irrigation Technician.
58. The Board of Directors may at their discretion add programs and corresponding disciplines with appropriate criteria for each discipline under each of the Society's Certification Programs.
59. Any member or individual may qualify for more than one category and be given more than one certification.

CERTIFIED IRRIGATION DESIGNER

60. The Society may certify certain members or employees of members as a "Certified Irrigation Designer (CID)" when such persons have obtained a level of expertise and knowledge as demonstrated by successful completion of a certification exam and /or other criteria established by the Certification Board. Recipients must also have shown that they subscribe to the objectives and philosophy of the Society.
61. The Society may establish, but is not limited to, the following Certified Irrigation Designer categories:
 - a) Agriculture - sprinkler
 - b) Agriculture - trickle
 - c) Turf - residential
 - d) Turf - commercial
 - e) Turf - golf course
 - f) Landscape Drip
62. To be eligible to apply for certification as a Certified Irrigation Designer by the Society, an applicant must comply with the following:
 - a) Be a member of the Society or an employee of a member of the Society;
 - b) Have at least one year field experience;

- c) Successfully complete the program and study as determined by the certification board;
 - d) Successfully pass the certification examination as determined by certification board.
 - e) Pay the study and examination fee as prescribed by the Board of Directors of the Society from time to time.
63. Upon completion of the certification program, the applicant shall be awarded:
- a) A certificate recognizing successful completion of the course;
 - b) A seal registered under the Society, to be used for all designer plans;
64. A Certified Irrigation Designer is expected to subscribe to the following code of ethics:
- a) Uphold the objective and By-laws of the Society and the Integrity of the Society;
 - b) Promote water, soil and energy conservation practices through the development of cost effective and efficient irrigation system designs;
 - c) To legitimately present personal capabilities and experience in all business practices.
 - d) Follow the Society's standards and guidelines where possible with regard to the design, installation and maintenance of irrigation systems. When standards or guidelines have not been established, responsible procedures shall be adhered to;
 - e) Preserve the integrity of the certification program by using the designer seal in a professional manner;
 - f) Use ethical business practices in all contractual obligations.
65. A Certified Irrigation Designer that is in good standing with the society will be entitled to use the name "Certified Irrigation Designer" or the initials CID on all professional papers and advertising to the public.
66. A Certified Irrigation Designer may be decertified for any one of the following reasons:
- a) Ceasing to be a member of the Society or an employee of a member of the Society;
 - b) Failure to pay the annual certification fee if one has been established;
 - c) Failure to subscribe to the Certified Irrigation Designer code of ethics.

CERTIFIED LANDSCAPE IRRIGATION AUDITOR

67. An IIABC member that has completed and passed the Irrigation Association's Landscape Irrigation Auditor course can apply to the IIABC for inclusion into the society's Certified Landscape Irrigation Auditor Program (CLIA).
68. A Certified Irrigation Auditor that is in good standing with the society will be entitled to use the name "Certified Landscape Irrigation Auditor" or the initials CLIA on all professional papers and advertising to the public.

CERTIFIED IRRIGATION CONTRACTOR

69. The Society may certify a company member as a "Certified Irrigation Contractor (CIC)" when the company has obtained the credentials as specified by the society.
70. The society may establish, but is not limited to, developing Certified Irrigation Contractor programs for residential and commercial disciplines.
71. The minimum requirements for the Residential Certified Contractor shall be:
- a) Be a member company of the society
 - b) Have at least 3 years experience installing turf irrigation systems;
 - c) Have attended a business training course as prescribed by the society;
 - d) Have a business license;
 - e) An employee of the company must be an IIABC Certified Residential Irrigation Designer;
 - f) The company must have a minimum of one million dollars liability insurance.
72. The minimum requirements for the Commercial Certified Contractor shall be:
- a) Be a member company of the society
 - b) Have at least 3 years experience installing turf irrigation systems;
 - c) Have attended a business training course as prescribed by the society;
 - d) Have a business license;
 - e) A company employee must be an IIABC Certified Commercial Irrigation Designer;
 - f) The company must have a minimum of two million dollars liability insurance;
 - g) A company employee must have a backflow testing ticket;
 - h) A company employee must have a low voltage electrical ticket.
73. A Certified Irrigation Contractor is expected to subscribe to the following code of ethics:
- a) Uphold the objectives and by-laws of the society and the integrity of the society;
 - b) Promote water, soil and energy conservation practices through efficient and cost effective irrigation system design, installation and management;
 - c) To subscribe to fair, honest and ethical business practices, including legitimate representation of personal capabilities and experience;
 - d) Continually seek to gain respect and recognition for the irrigation industry and preserve the integrity of the Certified Irrigation Contractor program;
 - e) Follow responsible irrigation installation procedures and the society's installation practices where they have been established;

- f) Follow the society's standards and guidelines where possible with regard to the design and operation of irrigation systems. Where standards or guidelines have not been established, responsible procedures shall be adhered to;
 - g) Follow ethical business practices in all contractual and warranty obligations.
74. A Certified Irrigation Contractor that is in good standing with the society will be entitled to use the name "Certified Irrigation Contractor" or the initials CIC on all professional papers and advertising to the public.
75. A Certified Irrigation Contractor may be decertified for any of the following reasons:
- a) Ceasing to be a member of the society or an employee of a member of the society;
 - b) Failure to pay the annual fee if one has been established;
 - c) Failure to subscribe to the Certified Irrigation Contractor code of ethics.

CERTIFIED IRRIGATION TECHNICIAN

76. The Society may certify:
- a) Members or employees of members of the society as a Certified Irrigation Technician (CIT) when society members have obtained the credentials as specified by the IIABC Certification Board.
 - b) Members of organizations or societies that are affiliated with the IIABC as a Certified Irrigation Technician (CIT) when members of the affiliated organizations have obtained the credentials as specified by the IIABC Certification Board.
- 76.1 An organization or society will be affiliated with the IIABC Certified Technician Program when:
- a) The IIABC Certification Board has approved the organization or society as an affiliate to the IIABC Certified Irrigation Technician Program.
- 76.2 A member of an affiliated organization or society that has obtained the credentials required for a Certified Irrigation Technician (CIT) will be required to pay an annual certification fee as set by the IIABC to remain a CIT in good standing.
77. The Certification Board will establish the training and credentials required for members to complete the Certified Technician Program.
78. A Certified Irrigation Technician is expected to subscribe to the following code of ethics:
- a) Uphold the objectives and by-laws of the society and the integrity of the society;
 - b) Promote water, soil and energy conservation practices through efficient and cost effective irrigation system design, installation and management;
 - c) To subscribe to fair, honest and ethical business practices, including legitimate representation of personal capabilities and experience;
 - d) Continually seek to gain respect and recognition for the irrigation industry and preserve the integrity of the Certified Irrigation Contractor program;
 - e) Follow responsible irrigation installation procedures and the society's installation practices where they have been established;
 - f) Follow the society's standards and guidelines where possible with regard to the design and operation of irrigation systems. Where standards or guidelines have not been established, responsible procedures shall be adhered to;
 - g) Follow ethical business practices in all contractual and warranty obligations.
79. A Certified Irrigation Technician that is in good standing with the IIABC or an organization or society that is recognized as an affiliate to the IIABC will be entitled to use the name "Certified Irrigation Technician" or the initials "CIT" on all professional papers and advertising to the public.
80. A Certified Irrigation Technician may be decertified for any of the following reasons:
- a) Ceasing to be a member of the society or an employee of a member of the society;
 - b) Ceasing to be a member of an organization or society that is affiliated with the IIABC Certified Irrigation Technician Program;
 - c) Failure to pay the annual fee if one has been established;
 - d) Failure to subscribe to the Certified Irrigation Technician code of ethics.