



CONSTITUTION

1. The name of the Society is the “**Geoscience BC Society**”.
2. The purposes of the Society are as follows:
 - (a) to undertake and support the independent collection, interpretation and public dissemination of earth science that will enable and promote sound investment in natural resources and informed resource management decisions in the context of environmental, economic and social concerns;
 - (b) without limiting the general purposes set out in paragraph (a) above, to promote geoscience in British Columbia by focusing on the collection, interpretation and delivery of geoscience data and expertise to promote investment in mineral and petroleum resource exploration and development in British Columbia;
 - (c) to work cooperatively with other private, public and professional groups supporting the Society's purposes;
 - (d) to disburse funds according to the Society's purposes and bylaws;
 - (e) to obtain or raise funds for the Society's purposes by any legal means, including but not limited to memberships, grants, donations or fees; and
 - (f) to invest the funds of the Society in any form of investment in which a prudent investor might invest.

**BYLAWS OF
GEOSCIENCE BC SOCIETY**

Here set forth, in numbered clauses, are the Bylaws providing for the matters referred to in Section 11(1) of the *Societies Act* (British Columbia) and any other Bylaws.

PART 1. INTERPRETATION

1.1 In these Bylaws, unless the context otherwise requires:

- (a) “Appointed Director” means any Director other than the Director who is also the President.
- (b) “Board” means all of the Directors from time to time.
- (c) “Chair of the Board” means the Appointed Director appointed by the Board of Directors to be Chair in accordance with Bylaw 7.3.
- (d) “Directors” means the directors of the Society from time to time.
- (e) “Member” means a Voting Member or Non-Voting Member.
- (f) “Membership Fees” means the annual membership fees, if any, and any other fees of membership.
- (g) “Non-Voting Member” means an individual or entity approved for membership pursuant to Bylaw 2.4.
- (h) “Officer” means the President, Vice-President, Secretary, Treasurer, Chair of the Board, Vice-Chair and any other officer of the Society as appointed by the Directors in accordance with Bylaw 6.13.
- (i) “President” means the person appointed by the Appointed Directors to be the President and Chief Executive Officer of the Society.
- (j) “Registered Address” of a Member means his or her address as recorded in the register of members of the Society.
- (k) “Senior Manager” means a senior manager appointed by the Board to exercise the Directors’ authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society.
- (l) “Societies Act” means the *Societies Act* (British Columbia) as from time to time enacted and including all amendments and any regulations made pursuant thereto.

- (m) “Special Business” shall have the meaning ascribed in Bylaw 5.1.
- (n) “Vice-Chair” means the Appointed Director appointed by the Board to be Vice-Chair in accordance with Bylaw 7.4.
- (o) “Voting Member” means a Director.

1.2 The definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws.

1.3 Words importing the singular include the plural and vice versa; and words importing an individual include a corporation.

PART 2. MEMBERSHIP

2.1 The Society shall have two classes of membership and the Directors may, at any time, establish new sub-classes of either class of membership.

2.2 A person shall become a Voting Member upon being appointed a Director.

2.3 A person may apply to the Board for membership as a Non-Voting Member in the Society by:

- (i) submitting an application, in the form set out by the Board pursuant to Bylaw 2.5; and
- (ii) unless determined otherwise by the Board, complying with any membership eligibility requirements as determined by the Board.

2.4 A person becomes a Non-Voting Member upon the Board’s acceptance of such person’s submitted membership application pursuant to Bylaw 2.3 and payment of Membership Fees, if any. For greater certainty, any person under the age of 19 may be a Non-Voting Member of the Society.

2.5 Subject to the provisions in these Bylaws, the form of any application for membership, the terms and conditions of being accepted as a Non-Voting Member of the Society, and the rights and benefits of being a Non-Voting Member of the Society, shall be determined by the Board and may be amended from time to time by the Board.

2.6 The Membership Fees payable, if any, by each Member, which may be different for the various classes and sub-classes of membership, shall be established by the Directors and may be amended by the Directors from time to time. For greater certainty, the Directors may at any time establish new Membership Fees or modify existing Membership Fees, if any, to be paid by the Members.

2.7 No Member who is expelled or resigns as a Member of the Society, or otherwise ceases to be a Member for any reason, is entitled to any refund of Membership Fees.

2.8 Every Member shall uphold the constitution and comply with these Bylaws.

- 2.9 Subject to Bylaw 2.5, a Non-Voting Member in good standing shall be entitled to any benefits of membership set out herein or established or amended by the Voting Members from time to time (which may be different for the various classes and sub-classes of membership), except that a Non-Voting Member shall not have the right to requisition for a general meeting or to vote at any general meeting regarding any matter. For greater certainty, a Non-Voting Member shall be entitled to receive notice of and attend any general meeting.
- 2.10 A Voting Member in good standing shall be entitled to any benefits of membership set out herein or established or amended by the Voting Members from time to time. For greater certainty, a Voting Member shall be entitled to vote at a general meeting or in an election.
- 2.11 A person shall cease to be a Member of the Society:
- (a) if a Director, upon ceasing to be a Director;
 - (b) on the Member's death or, in the case of a corporation or other entity, on dissolution;
 - (c) on being expelled; or
 - (d) on having been a Member not in good standing for a period of 30 days.
- 2.12 A Member may be expelled by a special resolution of the Voting Members passed at a general meeting.
- 2.13 The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 2.14 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.
- 2.15 All Members are in good standing except a Member who has failed to pay the current Membership Fees, if any, or other subscription or debt due and owing by the Member to the Society.
- 2.16 The Society shall be carried on without purpose of gain for the Members, and no part of any revenue of the Society shall be payable or otherwise available for the personal benefit of the Members, and any net revenue or other accretions to the Society shall be used for promoting its purposes.

PART 3. GEOGRAPHIC RESTRICTION

- 3.1 The operations of the Society shall be restricted to British Columbia.

PART 4. MEETING OF MEMBERS

- 4.1 General meetings of the Society shall be held at such time and place, in accordance with the Societies Act, as the Directors decide.
- 4.2 Every general meeting other than an annual general meeting is an extraordinary general meeting.
- 4.3 The Directors may, whenever they think fit, convene an extraordinary general meeting.
- 4.4 Notice of a general meeting specifying the place, the day and the hour of meeting, and, in case of Special Business, the general nature of that business, shall be given not less than seven days and not more than 60 days in advance of the meeting, unless all the Members entitled to receive notice waive or reduce the period of notice for a particular meeting by unanimous consent in writing, to such persons as are entitled by law or under these Bylaws to receive such notice from the Society.
- 4.5 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.
- 4.6 The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once every calendar year and not more than 15 months after holding the last preceding annual general meeting.

PART 5. PROCEEDINGS AT MEETINGS OF MEMBERS

- 5.1 Special Business is:
- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (b) all business that is 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 Directors;

- (vi) the appointment of the auditor, if required;
 - (vii) the approval of minutes of the previous annual general meeting; and
 - (viii) such other business as, under these Bylaws, 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.
- 5.2 No business, other than the appointment of the chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 5.3 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.
- 5.4 Subject to the Societies Act, quorum is a majority of the Voting Members, or such other number as may be fixed by the Voting Members from time to time.
- 5.5 If within one hour from the time appointed for a general meeting a quorum is not present, the meeting shall stand adjourned to the same calendar date in the next month, at the same time and place, and if at the adjourned meeting a quorum is not present within one hour from the time appointed for the meeting, the Voting Members present constitute a quorum, provided there are at least five Voting Members present.
- 5.6 The Chair of the Board, the Vice-Chair, or, in the absence of both, one of the Voting Members present, shall preside as chair of a general meeting.
- 5.7 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 meeting from which the adjournment took place.
- 5.8 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 5.9 Except as provided in this Bylaw, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.
- 5.10 No resolution proposed at a meeting need be seconded, and the chair may move or propose a resolution.
- 5.11 In case of an equality of votes, the chair of the meeting shall not have a second vote, and the proposed resolution shall not pass.
- 5.12 A Voting Member in good standing present at a general meeting is entitled to one vote.
- 5.13 Voting is by show of hands, unless the Voting Members otherwise decide.

5.14 Voting by proxy is permitted as provided in PART 16.

PART 6. DIRECTORS AND OFFICERS

- 6.1 The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of:
- (a) all laws affecting the Society;
 - (b) these Bylaws; and
 - (c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting.
- 6.2 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.
- 6.3 There shall be a minimum of five and a maximum of thirteen Directors or such other number as determined by the Voting Members.
- 6.4 The President shall be a Director while holding the position of President.
- 6.5 Each Appointed Director shall be appointed at a general meeting for a term of three years or such other term as determined by the Voting Members present.
- 6.6 An Appointed Director shall retire at the expiration of his or her term, or may cease to be an Appointed Director earlier upon receipt by the Society of the Appointed Director's written resignation.
- 6.7 Procedures for appointment of Appointed Directors at the general meeting shall be determined by the Voting Members present.
- 6.8 Notwithstanding Bylaw 6.5, the Directors may at any time appoint any individual as a Director to fill a vacancy in the Directors.
- 6.9 A Director appointed under Bylaw 6.8 holds office until the expiry of the term of the Director he or she is replacing.
- 6.10 If a Director ceases to hold office, the remaining Directors shall appoint a replacement in accordance with these Bylaws.
- 6.11 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 6.12 The Voting Members may by special resolution remove a Director before the expiration of his or her office.

- 6.13 The President and other Officers shall be appointed by the Directors for such term or renewal terms as determined by the Directors, except for the Chair of the Board and the Vice-Chair, who will be appointed in accordance with Bylaws 7.3 and 7.4, respectively.
- 6.14 If an Officer ceases to hold office, the Directors shall appoint a replacement in accordance with these Bylaws.
- 6.15 Subject to the Societies Act, the Society may pay remuneration to a Director or Officer in an amount set from time to time by the Directors.
- 6.16 A Director may be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

PART 7. PROCEEDINGS OF DIRECTORS

- 7.1 The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, and may hold meetings, in whole or in part, by telephone, telephone conference call or other electronic means.
- 7.2 The Directors may from time to time fix the quorum necessary for the transaction of business, and unless so fixed the quorum shall be a majority of the Directors then in office. Directors participating by telephone, telephone conference call or other electronic means shall be considered part of the quorum.
- 7.3 At the first meeting of the Directors held immediately following the appointment of a Director or Directors at an annual or other general meeting, the Directors shall appoint from among their number a Chair of the Board, who will hold office until the appointment of Directors at the next annual or other general meeting.
- 7.4 At the first meeting of the Directors held immediately following the appointment of a Director or Directors at an annual or other general meeting, the Directors shall appoint from among their number a Vice-Chair, who will hold office until the appointment of Directors at the next annual or other general meeting.
- 7.5 The Chair of the Board, or in his or her absence the Vice-Chair, shall be chair of all meetings of the Directors unless the Directors otherwise decide.
- 7.6 A Director may at any time, and the Secretary on the request of a Director shall, convene a meeting of the Directors.
- 7.7 The Directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit, and may name the committee.
- 7.8 A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the Directors.
- 7.9 Subject to directions of the Directors, the committee shall determine its own procedure.

- 7.10 The members of a committee may meet and adjourn as they think proper.
- 7.11 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, fax or email, or other electronic means determined to be acceptable by the Directors from time to time, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn:
- (a) no notice of meetings 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.
- 7.12 Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.
- 7.13 In case of an equality of votes, the chair of the meeting does not have a second vote.
- 7.14 No resolution proposed at a meeting of Directors or committee of Directors need be seconded, and the chair of the meeting may move or propose a resolution.
- 7.15 A resolution consented to in writing and signed 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 Directors.

PART 8. DUTIES OF OFFICERS

- 8.1 In addition to their duties under these Bylaws, the Chair of the Board and the Vice-Chair shall carry out such other duties as the Directors may from time to time decide.
- 8.2 The Vice-Chair shall carry out the duties of the Chair of the Board during his or her absence.
- 8.3 The President is the chief executive Officer of the Society and shall supervise the other Officers in the execution of their duties. The President shall be a Senior Manager of the Society.
- 8.4 The Vice-President shall carry out the duties of the President during his or her absence.
- 8.5 The Secretary 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;
- (e) have custody of the common seal of the Society (if any); and
- (f) maintain the register of Members.

8.6 The Treasurer shall:

- (a) keep such financial records, including books of account, as are necessary to comply with the Societies Act; and
- (b) render financial statements to the Directors, Members and others when required.

8.7 The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

8.8 Other Officers, if any, shall perform such duties as the Directors decide.

8.9 The Voting Members may add additional duties to any Director or Officer or transfer duties among Directors or Officers.

8.10 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.

8.11 A Director shall:

- (a) act honestly and in good faith and in the best interests of the Society; and
- (b) exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a Director.

8.12 A Director who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of the Director's interest to each of the Directors and otherwise comply with the requirements of the Societies Act.

8.13 The Directors shall enter in the register the names of applicants for incorporation, and the name of every other person admitted as a Member of the Society, together with the following particulars of each:

- (a) the full name and residence address;
- (b) the date on which a person is admitted as a Member;
- (c) the class of membership to which the person is admitted; and
- (d) the date on which a person ceases to be a Member.

- 8.14 The Directors shall cause to be prepared all financial statements and any other reports required by law to be prepared by the Society for the annual general meeting.
- 8.15 The Directors shall on behalf of the Society cause to be filed all financial statements and other reports that have to be filed after the annual meeting as required by the Societies Act and the *Income Tax Act* (Canada) or other law.
- 8.16 The Directors shall ensure the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds.
- 8.17 The Directors, on behalf of the Society, shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:
- (a) all money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;
 - (b) every asset and liability of the Society; and
 - (c) every other transaction affecting the financial position of the Society.

PART 9. SEAL

- 9.1 The Directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- 9.2 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 or President and Treasurer.

PART 10. BORROWING

- 10.1 In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society:
- (a) borrow money; and
 - (b) issue bonds, debentures, notes or other evidences of debt obligations
 - (i) at any time;
 - (ii) to any person; and
 - (iii) for any consideration
- that the Directors may determine.
- 10.2 No bonds, debentures, notes or other evidences of debt obligations shall be issued without the sanction of a special resolution by the Voting Members.

- 10.3 The Voting Members may by special resolution restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next annual general meeting.

PART 11. LIQUIDATION

- 11.1 In the event of winding-up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations concerned with promoting the same purposes of this Society as may be determined by the Voting Members of the Society at the time of winding-up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization, provided however that such organization referred to in this paragraph shall be a charitable organization or charitable foundation recognized as such under the provisions of the *Income Tax Act* (Canada).

PART 12. INDEMNIFICATION

- 12.1 Subject to the Societies Act, the Society may indemnify a Director or a representative of a Director against all penalties to which the Director or the representative is or may be liable in respect of a legal proceeding or investigative action in which the Director or the representative, by reason of being or having been a Director:
- (a) is or may be joined as a party; or
 - (b) is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action.
- 12.2 The Directors may, from time to time, set limits on the amount to be paid pursuant to an indemnification under Bylaw 12.1.

PART 13. AUDITOR

- 13.1 This part applies only where the Society is required or has resolved to have an auditor.
- 13.2 The first auditor shall be appointed by the Directors, who shall also fill all vacancies occurring in the office of auditor.
- 13.3 At each annual general meeting the Voting Members shall by ordinary resolution appoint an auditor to hold office until the auditor is re-appointed or its successor is appointed at the next annual general meeting.
- 13.4 An auditor may be removed by ordinary resolution of the Voting Members.
- 13.5 An auditor shall be informed forthwith in writing of appointment or removal.
- 13.6 No Director and no employee of the Society, nor any person affiliated or associated with the Society, shall be auditor.
- 13.7 The auditor may attend general meetings.

PART 14. NOTICES TO MEMBERS

- 14.1 A notice may be given to a Member either personally or by mail to the Member at his or her Registered Address or by email to the email address provided by the Member to the Society.
- 14.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by email shall be deemed to have been given on the day following that on which the notice was emailed.
- 14.3 Notice of a general meeting shall be given to:
- (a) every Member shown on the register of Members on the day notice is given; and
 - (b) the auditor, if PART 13 applies.
- 14.4 No other person is entitled to receive a notice of general meeting.

PART 15. BYLAWS

- 15.1 These Bylaws shall not be altered or added to except by special resolution of the Voting Members.

PART 16. PROXY VOTING

- 16.1 Unless the Voting Members otherwise determine, the instrument appointing a proxyholder and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof shall be deposited at a place specified for that purpose in that notice convening the meeting not less than 48 hours before the time for holding the meeting at which the proxyholder proposes to vote, or shall be deposited with the chair of the meeting prior to the commencement of the meeting.
- 16.2 A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or incapacity of the Voting Member or revocation of the proxy or of the authority under which the proxy was executed, provided no notice in writing of the death, incapability, or revocation has been received at the registered office of the Society or by the chair of the meeting before the vote was given.
- 16.3 Unless, in the circumstances, the Societies Act requires any other form of proxy, an instrument appointing a proxyholder, whether for a specified meeting or otherwise, shall be in the form following, or any other form that the Directors shall approve:

For Voting Members:

(Name of Society)

The undersigned hereby appoints _____, of _____ (or, failing her/him _____, of _____), as proxy for the undersigned to attend at and vote for and on behalf of the undersigned at the general meeting of the Society to be held on the ____ day of _____, 20____.

Signed this _____, 20____.

(Signature of Voting Member)

For Non-Voting Members:

(Name of Society)

The undersigned hereby appoints _____, of _____ (or, failing her/him _____, of _____), as proxy for the undersigned to attend at and on behalf of the undersigned at the general meeting of the Society to be held on the ____ day of _____, 20____.

Signed this _____, 20____.

(Signature of Non-Voting Member)

16.4 A proxy is valid for only one meeting or any adjournment thereof.