

**THE INTERNATIONAL ASSOCIATION FOR IMPACT ASSESSMENT –
WESTERN AND NORTHERN CANADA AFFILIATE
(IAIA WESTERN AND NORTHERN CANADA)**

BY-LAW

CORPORATE SEAL

1. The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation.

HEAD OFFICE

2. Until changed in accordance with the Act, the Head Office of the Corporation shall be in the City of Calgary, in the Province of Alberta.

CONDITIONS OF MEMBERSHIP

3. All regular and student members of the Corporation shall abide by the IAIA Code of Ethics which are:

- A. The member shall carry out his or her professional activities, as far as possible, in accordance with principles of sustainable development and the highest standards of environmental protection.
- B. The member shall at all times place the integrity of the natural environment and the health, safety and welfare of the human community above any commitment to sectoral or private interests.
- C. The member shall ensure the incorporation of environmental protection and social or socio-economic impact considerations from the earliest stages of project design or policy development.
- D. The member shall not conduct professional activities in a manner involving dishonesty, fraud, deceit, misrepresentation or bias.
- E. The member shall not advertise or present the member's services in a manner that may bring discredit to the profession.

MEMBERSHIP

4. Membership of the Corporation shall consist of the categories: Corporate, Regular, Student and Honorary.

- A. Corporate membership is available to any institution wishing to support the Corporation.
 - B. Regular membership is available to any dues-paying individual.
 - C. Student membership is available to individuals actively engaged in full-time studies related to the purpose of the Corporation. The Executive Committee shall determine the length of time members may remain in this category. Such individuals will be obliged to become regular members if they renew their membership the year after completion of their studies.
 - D. Honorary membership is available to any individual or organization that is nominated and approved by the Executive Committee. Awards of this class of membership are to recognize longstanding contributions to and excellence in the field of impact assessment. No fee is to be charged for this class of membership and the term is for the lifetime of the person to whom honorary membership is bestowed. From time to time, the Executive Committee may develop criteria to guide selection of potential candidates.
5. Members of all four categories shall enjoy the privileges of the Corporation.
6. Applications for membership shall be submitted together with a statement of support of the Code of Ethics and the payment of current dues, to the Secretary of the Corporation or their agent. The acceptance of annual dues by the Secretary or their agent shall constitute recognition of membership.
7. Annual dues for all categories of membership shall be fixed from time to time by the Corporation members at the annual general meeting.
8. Members failing to pay dues within ninety days of due date shall be considered as having withdrawn from membership.
9. Members deemed to be in breach of the Corporation's Code of Ethics may, by resolution of the Executive Committee, be denied continuing membership of the Corporation.
10. Membership of the Corporation does not constitute membership of IAIA and *vice versa*. However, the IAIA Western and Northern Canada strongly encourages its members to become members of IAIA.
11. Membership of the Corporation does not constitute professional registration or any form of certification for practitioners of impact assessment.
12. Any member may withdraw from the Corporation by delivering a written resignation to the Secretary of the Corporation.

13. Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting.

MEMBERS: MEETINGS AND POWERS

14. The annual or any other general meeting of the members shall be held within four (4) months after the end of the Corporation's fiscal year, in the city where the head office of the Corporation is situated or in a location determined by the Executive Committee.

15. At every annual meeting, in addition to any other business that may be transacted, the report of the members of the Executive Committee, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members.

16. The Executive Committee shall have power to call, at any time, a general meeting of the members of the Corporation. General meetings may be held in person or by way of teleconference or videoconference. The method by which the general meeting is to be conducted shall be chosen by the Executive Committee so as to maximize participation by the members. Where members participate in a meeting by way of teleconference or videoconference, they must provide their consent in advance to the proposed method of communication, must have equal access to all information and proceedings of the meeting, and be provided the opportunity to communicate with other members as fully and as openly as if they were physically present in the meeting room.

17. The Executive Committee shall call a special general meeting of members on written requisition of members signed by fifty (50%) percent of the membership or not less than twenty-five (25) members, whichever is less. Fifty percent of Members present in person or by proxy at a special meeting will constitute a quorum.

18. Thirty (30) days' written notice shall be given to each voting member of the date, time, place or method of holding any annual or general meeting of members. In the case of a special meeting, the members must provide thirty (30) days' notice to the President as well as the purpose of and business to be conducted at such meeting. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member if he or she has the right to vote by proxy. Notice of a special, annual or general meeting may be delivered by way of mail, e-mail or facsimile. The Executive Committee may, in addition to written notice, provide notice by way of posters or advertisement in local, regional and national media.

19. Each voting member attending a meeting in person, by conference call or by proxy, shall have the right to exercise one vote. A member may participate in a meeting by way of telephone conference call or videoconference call and, when doing so, may cast a vote orally or by electronic means such as e-mail or facsimile. A member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of

members, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the Corporation.

20. The quorum for a general meeting shall consist of one member from each of the regions active in the Corporation at the time of the meeting plus thirty (30) members entitled to vote at a meeting. A majority of fifty one percent (51%) of the votes cast by the members entitled to vote shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these By-laws.

21. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, member of the Executive Committee or officer for any meeting or otherwise, the address of the member, member of the Executive Committee or officer shall be his last postal, e-mail, or facsimile address recorded on the books of the Corporation.

ORGANISATIONAL STRUCTURE

22. The Corporation comprises members from Western and Northern Canada. These members are served by an Executive Committee and by Regions of the Corporation. At least one member of a Region Committee must be a full member of IAIA.

EXECUTIVE COMMITTEE

23. The Executive Committee conducts the affairs of the Corporation on behalf of the members, steers the strategic direction of the Corporation and forms a link to the international body of IAIA.

24. The property and business of the Corporation shall be managed by an Executive Committee that shall be comprised of four designated positions - a president, a treasurer, a secretary, and a program coordinator - and one representative from each region that is active in the business of the Corporation. The members of the Executive Committee shall be selected and confirmed at an annual general meeting. The designated positions will be elected by the members and the others will be selected by their respective Regions. An Executive Committee member may not simultaneously hold a designated position and a position of Region representative on the Executive Committee. The number, name and duties of designated positions may be established, deleted or changed by the membership at an annual general meeting in accordance with clause 69 herein.

25. Any member of the Corporation that is in good standing may be elected to serve on the Executive Committee.

26. Members of the Executive Committee must: be individuals, be 18 years of age or older, have power under law to contract, be a member of the Corporation, and be a full member of the IAIA.

27. The applicants for incorporation shall become the first members of the Corporation whose term of office on the Executive Committee shall continue until their successors are elected.
28. At the first general meeting of members, the Executive Committee then elected shall replace the provisional members of the Executive Committee named in the Letters Patent of the Corporation.
29. Election of the designated positions shall occur at the annual general meeting. These positions shall be elected by all members of the Corporation for a period of two years commencing at the annual general meeting at which the election takes place. Normally the President should have served on the Executive Committee prior to election. These designated positions may serve a maximum of two consecutive terms of office. Committee members who stand down after two consecutive terms of office shall be eligible for re-election two years after the date they stood down for this reason.
30. Nominations for Executive Committee members must be supported by at least two members of the Corporation and be received by the Executive Committee, or its agent, by a date and in a manner to be determined by the Executive Committee.
31. The Executive Committee shall establish procedures by which the membership can cast votes for Executive Committee members that include identification of eligible candidates, the method by which votes will be cast, time deadlines within which votes must be cast and counted and shall appoint a delegate to supervise and oversee the election process. Candidates receiving the highest number of votes will be declared elected.
32. In the event that an Executive Committee member in a designated position is incapable of completing his term, the Executive Committee shall select an appropriate member of the Corporation to act in the position until the following annual general meeting. In the event an Executive Committee member representing a Region is incapable of completing his or her term, the Region shall select an appropriate member of the Region until the following annual general meeting.
33. The office of member of the Executive Committee shall be automatically vacated:
- A. if at a special general meeting of members, a resolution is passed by two-thirds (2/3's) of the members present at the meeting that he be removed from office;
 - B. if a member of the Executive Committee has resigned his office by delivering a written resignation to the secretary of the Corporation;
 - C. if he terminates his membership in the Corporation;
 - D. if he is found by a court to be of unsound mind;

- E. if he becomes bankrupt or suspends payment or compounds with his creditors;
- F. on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Executive Committee by majority vote, may, by appointment, fill the vacancy with a member of the Corporation.

34. The members of the Executive Committee shall serve as such without remuneration and no member of the Executive Committee shall directly or indirectly receive any profit from his position; provided that a member of the Executive Committee may be compensated for reasonable out-of-pocket expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any member of the Executive Committee from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.

35. A retiring member of the Executive Committee shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

REGION COMMITTEES

36. Region Committees are committees of the Corporation that, over time, become active and carry on operations in designated regions throughout Western and Northern Canada. The Region Committees support the Executive Committee and are tasked with promoting involvement of Corporation members in IAIA Western and Northern Canada activities and with promoting the IAIA.

37. Designated Regions of the Corporation include the provinces of British Columbia, Alberta, Saskatchewan, Manitoba and the territories of Yukon, Northwest Territories and Nunavut. Upon request by members of the Corporation from a particular Designated Region, a Region Committee shall be formed as agreed with the Executive Committee and all Corporation members within that region will be served by the Region Committee established for the respective Region.

38. Members in a Designated Region and each Region Committee are bound by the provisions of this By-law.

39. Internal organisation of the Region Committee may be determined by the individual Regions, with the proviso that each Region must select a Region Chairperson. Region members who are individuals and in good standing may be elected to serve, from the membership of the Region, on the Region Committee for their respective Region.

40. The Region Committee shall facilitate the activities of the Region.

41. Members of the Region Committee are required to be paid-up members of the corporation. The Region Chairperson shall be a paid-up member of IAIA.
42. Termination of membership of the Corporation shall automatically terminate eligibility to be a member of the Region Committee.
43. The term of office of members of the Region Committees shall be in line with that of the Executive Committee.
44. Out-of pocket expenses incurred by a member or a member of a Region Committee on behalf of the Region Committee may be reimbursed by the Region Committee with authorization from the Treasurer.
45. The financial accounts of the Region shall form part of the accounts of the Corporation. Region accounts shall be submitted to the Treasurer for inclusion in the Corporation's annual financial statements and shall be submitted to the Treasurer by the 31st day of January immediately following the financial year end for the preceding year.
46. Each member of the Region Committee will have one vote on matters decided by the Region Committee.
47. The Chairperson of each Region Committee shall be a member of the Executive Committee and represent his or her Region at all corporation meetings.
48. If an annual conference is co-ordinated by one of the Regions in a given year, half of any profit from the conference will be retained by the Region for its activities. The rest of the profit will be retained in the Treasury of the Corporation for purposes of organisational development and operation.

POWERS OF MEMBERS OF THE EXECUTIVE COMMITTEE

49. The Executive Committee may administer the affairs of the corporation in all things and make or cause to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the corporation is by its charter or otherwise authorized to exercise and do.
50. The Executive Committee may establish such committees, branches, task groups or other organisational structures as may be necessary to conduct the affairs of the corporation. All affairs and activities of any and all of the substructures described, shall be conducted in accordance with the By-laws of the Corporation, as appropriate and subject to the approval of the Executive Committee.
51. The Executive Committee shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Executive Committee shall have the power to enter into a trust arrangement with a trust company

for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Executive Committee may prescribe.

52. The Executive Committee is hereby authorized, from time to time

- A. to borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Executive Committee in its discretion may deem expedient;
- B. to limit or increase the amount to be borrowed;
- C. to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Executive Committee;
- D. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

53. The Executive Committee shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

54. The Executive Committee may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Executive Committee at the time of such appointment.

55. The Executive Committee may establish core funding for the region committees (BC, Yukon, S. Alberta, N. Alberta, NWT & Nunavut, Saskatchewan, and Manitoba) on terms and conditions to be established by the Executive Committee providing those conditions include requirements to be met by the region committees to receive core funding and the level of core funding that will be made available.

55.1 Any remuneration for officers, agents and employees and committee members shall be fixed by the Executive Committee by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

EXECUTIVE COMMITTEE MEETINGS

56. Meetings of the members of the Executive Committee may be held at a time and place to be determined by the members of the Executive Committee provided that 48 hours written notice of such meeting shall be given, other than by mail, to each member of the Executive Committee. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least three (3) meetings per year of the Executive Committee. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of the Executive Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each member of the Executive Committee is authorized to exercise one (1) vote.

57. Sixty (60%) percent of members of the Executive Committee participating in person or by teleconference or videoconference, shall constitute a quorum for meetings of the Executive Committee. Any meeting of the Executive Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the corporation. Where members participate in a meeting by way of teleconference or videoconference, they must provide their consent in advance to the proposed method of communication, must have equal access to all information and proceedings of the meeting, and be provided the opportunity to communicate with other members as fully and as openly as if they were physically present in the meeting room.

58. Decisions of the Executive Committee may be voted on by means of

- a. a poll of Executive Committee members participating in the meeting in person, by teleconference or videoconference, or
- b. by holding a meeting by mail, telephone, facsimile or electronic communication and evidenced by resolution-in-writing signed by all members of the Executive Committee.

INDEMNITIES TO MEMBERS OF THE EXECUTIVE COMMITTEE AND OTHERS

59. Every member of the Executive Committee or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;

- A. all costs, charges and expenses which such member of the Executive Committee, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever,

made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;

- B. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

OFFICERS

60. The officers of the corporation shall be a President, secretary, treasurer and program co-ordinator and any such other officers as the Executive Committee may by by-law determine.

61. The President shall be elected at an annual meeting of members. Officers other than President of the Corporation shall be appointed by resolution of the Executive Committee at the first meeting of the Executive Committee following an annual meeting of members.

62. The officers of the Corporation shall hold office for one year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Executive Committee at any time.

DUTIES OF OFFICERS

63. The President shall be the chief executive officer of the Corporation and shall have the general and active management of the affairs of the Corporation. He shall see that all orders and resolutions of the Executive Committee are carried into effect. The President shall preside at all meetings of the members and the Executive Committee, represent the Corporation at meetings of the IAIA and act for the Corporation where required. The Executive Committee shall select a member of the Executive Committee who shall perform all of the duties of the President in the event of the absence or disability of the President. This member will take over the functions of the President in the event of the inability of the President to complete his or her term of office.

64. The Treasurer, or his or her agent, shall collect dues and other monies received by the Corporation, keep record of dues and status of each member, deposit and properly disperse the funds of the society, and keep adequate records of transactions.

65. The Secretary, or his or her agent, shall conduct the correspondence of the Corporation, keep minutes of all proceedings of meetings of the members and the Executive Committee and maintain a record of those proceedings. The Secretary shall also maintain a registry of all Corporation members. He or she shall be custodian of the seal of the Corporation, which shall be delivered only when authorized by a resolution of the Executive Committee to do so and to such person or persons as may be named in the resolution.

66. The Program Co-ordinator is responsible for developing programs that meet the objectives of the Corporation (e.g., conferences, meetings and other means of exchanging ideas concerning the professional practice of impact assessment for the purpose of improving this practice).

67. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Executive Committee requires of them.

TASK GROUPS

68. The Executive Committee may appoint task groups to address specific issues of relevance to the objectives of the Corporation and/or the IAIA. Task group members will hold their offices at the will of the Executive Committee. The Members of the Executive Committee shall determine the duties of such task groups and may fix by resolution, any remuneration to be paid.

EXECUTION OF DOCUMENTS

69. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The members of the Executive Committee shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The members of the Executive Committee may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Executive Committee.

FINANCIAL YEAR

70. Unless otherwise ordered by the Executive Committee, the fiscal year end of the Corporation shall be December 31.

AMENDMENT OF BY-LAWS

71. By-laws of the Corporation not embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the *Canada Corporations Act*, may be enacted by a majority of the members of the Executive Committee at a meeting of the Executive Committee and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members participating in a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained. By-laws that do not relate to the governance

provisions of subsection 155(2) of the *Canada Corporations Act* do not require ministerial approval. Matters contained in the letters patent may be amended by application for and receipt of ministerial approval for Supplementary Letters Patent pursuant to the *Canada Corporations Act*.

DISSOLUTION

72. Any proposal for the dissolution of the Corporation shall be treated as an amendment of the by-laws and shall comply with the provisions of clause 71 herein.

73. Upon the dissolution of the Corporation the Executive Committee shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organisation operated exclusively for charitable, educational, religious or scientific purposes.

AUDITORS

74. The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Executive Committee may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Executive Committee.

BOOKS AND RECORDS

75. The Executive Committee shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

76. All records of the Corporation shall be open to the inspection of any member at any reasonable time, provided reasonable notice is given to the Executive Committee.

77. All meetings of the Corporation, including business and committee meetings, shall be open to all members except those meetings specifically designated by the President for that meeting as being “in camera”.

RULES AND REGULATIONS

78. The Executive Committee may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

INTERPRETATION

79. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and Corporations.