

Canada Letters Patent

WHEREAS an application has been filed to incorporate a corporation under the name of

THE CANADIAN COUNCIL OF LAND SURVEYORS
LE CONSEIL CANADIEN DES ARPENTEURS-GÉOMÈTRES.

THEREFORE the Minister of Consumer and Corporate Affairs, by virtue of the powers vested in him by the Canada Corporations Act, constitutes the applicants and such persons as may hereafter become members in the corporation hereby created, a body corporate and politic in accordance with the provisions of the said Act. A copy of the said application is attached hereto and forms part hereof.

DATE of Letters Patent - February 10, 1976.

GIVEN under the seal of office of the Minister of Consumer and Corporate Affairs.

for the Minister of Consumer and Corporate Affairs

RECORDED 11th February, 1976.

Film 397 Document 105

"L. McCann", Deputy Registrar General of Canada

**APPLICATION FOR LETTERS PATENT
INCORPORATING**

**The CANADIAN COUNCIL OF LAND SURVEYORS
Le Conseil Canadien des Arpenteurs-Géomètres**

TO THE MINISTER OF CONSUMER AND CORPORATE AFFAIRS OF CANADA

I

The undersigned hereby apply to the Minister of Consumer and Corporate Affairs for the grant of a charter by letters patent under the provisions of Part H of the Canada Corporations Act constituting the undersigned and such others as may become members of the Corporation thereby created, a body corporate and politic under the name of The Canadian Council of Land Surveyors- Le Conseil Canadien Des Arpenteurs-Géomètres.

The undersigned have satisfied themselves and are assured that the proposed name under which incorporation is sought is not the same or similar to the name under which any other company, society, association or firm, in existence is carrying on business in Canada or is incorporated under the laws of Canada or any province thereof or so nearly resembles the same as to be calculated to deceive, and that it is not a name which is otherwise on public grounds objectionable.

II

The applicants are individuals of the full age of twenty-one years with power under law to contract. The name, the place of residence and the calling of each of the applicants are as follows:

Luke Robert Feetham	108 Sunnybrae Avenue, Halifax, Nova Scotia, land surveyor.
Réjean Blanchet	917 Mgr. Grandin Street, Ste-Foy, Quebec, land surveyor.
Frederick John Sydney Pearce	34 St. Vincent Street South, Stratford, Ontario, land surveyor.

The said LUKE ROBERT FEETHAM, RÉJEAN BLANCHET and FREDERICK JOHN SYDNEY PEARCE will be the first directors of the Corporation.

III

The objects of the Corporation are:

- (a) to promote and advance the science and art of land surveying and the knowledge of land surveyors in connection with the practice of the profession of land surveying;
- (b) to promote a common standard of professional ethics among land surveyors;
- (c) to promote common educational and technical standards for land surveyors;
- (d) to promote the reciprocal recognition by the governing bodies of land surveyors in each province of the professional qualifications of land surveyors from other provinces;
- (e) to hold meetings for the discussion of land surveying problems and the exchange of views in matters relating to land surveying; and
- (f) to do all such other things as are incidental or conducive to the attainment of the above objects.

IV

The operations of the Corporation may be carried on throughout Canada and elsewhere.

V

The place within Canada where the head office of the Corporation is to be situated is:

613 Redwood Avenue,
Ottawa, Ontario.

VI

In accordance with Section 65 of the Canada Corporations Act, it is provided that, when authorized by bylaw, duly passed by the directors and sanctioned by at least two-thirds of the votes cast at a special general meeting of the members duly called for considering the bylaw, the directors of the Corporation may from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Corporation;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, 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.

Any such bylaw may provide for the delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in the bylaw.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the Corporation.

VII

The bylaws of the Corporation shall be those filed with the application for letters patent until repealed,

amended, altered or added to.

VIII

The Corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the Corporation are to be used in promoting its objects.

IX

Upon the dissolution of the corporation any assets remaining after the payment and satisfaction of the debts and liabilities shall be transferred to an organization or organizations in Canada having cognate or similar objects.

DATED at the City of Ottawa, in the Province of Ontario, this 10 day of February, 1976.

"E.L.S. Pearce"

"Réjean Blanchet"

"Luke Robert Feetham"

BYLAWS OF THE CANADIAN COUNCIL OF LAND SURVEYORS

1. NAME

- 1.1. The name of the corporation shall be The Canadian Council of Land Surveyors - Le Conseil Canadien Des Arpenteurs-Géomètres (hereinafter referred to as the "Corporation").

2. OBJECTS

- 2.1. The objects of the Corporation are those which represent the interests of the public as well as the professional interests of its Members and shall be the objects embodied in the constitution.

3. HEAD OFFICE

- 3.1. The head office of the Corporation shall be in the Regional Municipality of Ottawa-Carleton or in such other place as the Board of Directors may from time to time determine by a resolution confirmed by the Members.¹

4. CUSTODY OF CORPORATE SEAL AND CERTIFICATION OF DOCUMENTS

- 4.1. The seal of the Corporation shall be in such form as shall be prescribed by the Board of Directors of the Corporation and shall bear the words "THE CANADIAN COUNCIL OF LAND SURVEYORS - Le Conseil Canadien Des Arpenteurs-Géomètres". The corporate seal shall at all times be in the custody of the Secretary at the head office of the Corporation.
- 4.2. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two of the President, Vice President and Secretary and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.
- 4.3. The Board of Directors shall have power from time to time by bylaw to appoint an Officer or Officers on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.
- 4.4. 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 Board of Directors.

¹ *The head office of the Corporation was moved to 400 – 1390 Prince of Wales Drive, Ottawa ON K2C 3N6, November 2000.*

5. **DEFINITIONS AND INTERPRETATION**

5.1. Definitions

- 5.1.1. "Letters Patent" shall include Supplementary Letters Patent;
- 5.1.2. the "Act" shall mean the Canada Corporations Act, R.S.C. 1970, Chapter C-32 as amended from time to time or any Act that may hereafter be substituted therefor.
- 5.1.3. "Association" means:
Corporation of Land Surveyors of the Province of British Columbia, Alberta Land Surveyors' Association, Saskatchewan Land Surveyors Association, Association of Manitoba Land Surveyors, Association of Ontario Land Surveyors, L'Ordre des arpenteurs-géomètres du Québec, Association of New Brunswick Land Surveyors, Association of Prince Edward Island Land Surveyors, Association of Nova Scotia Land Surveyors, Association of Newfoundland Land Surveyors, and Association of Canada Lands Surveyors.
- 5.1.4. "Member" means an Association that has been accepted as a member of the Corporation.
- 5.1.5. "Representative" means the Director or other individual holding the proxy of a Member.
- 5.1.6. "Director" is the representative of a Member Association at any Board of Directors meeting and may include a representative holding the proxy to vote.

5.2. Interpretation

- 5.2.1. In these Bylaws, the singular shall include the plural and the plural the singular. The masculine shall include the feminine and the feminine the masculine. Both the English and French versions of the Bylaws are official. However, for purposes of interpretation in the case of a dispute, the English version of the Bylaws shall prevail.
- 5.2.2. The chairman shall rule on all disputed questions of procedure at any meeting of the Board of Directors and Members pursuant to Sturgis Code of Parliamentary Procedure provided that any such ruling is subject to appeal. In the case of such appeal, the matter shall be decided by a majority vote.

6. **MEMBERS**

6.1. Requirements for Membership

- 6.1.1. Membership in the Corporation shall be limited to associations of land surveyors as defined in section 5.1.3. and other associations or corporations of land surveyors who meet the criteria for membership as established by the Board of Directors and who apply for membership in the Corporation in the manner provided in Section 6.2.

6.2. Application for Membership

- 6.2.1. An association may apply to become a member of the Corporation by filing a membership application in the manner hereinafter provided;
- 6.2.2. Membership application shall be in writing and shall be signed by the President and Secretary or other Executive Officer of the Association applying for membership, and shall be sent to the head office of the Corporation;
- 6.2.3. Upon receipt of a Membership application the Secretary of the Corporation shall bring forth the said Membership application at the next meeting of the Board of Directors provided that notice of the said application is given to all Directors not less than ninety (90) days before the time of the meeting at which the said application is to be heard. The application shall be approved by a majority vote of the Board of Directors. Upon such approval the Secretary of the Corporation shall forthwith enter the name of the association on the Membership Register and such association shall become a Member of the Corporation upon such entry being made; subject only to the payment of any fees that may be payable.
- 6.2.4. Membership in the Corporation shall not be transferable; and
- 6.2.5. A Member may resign as a member by a resignation in writing filed with the Secretary of the Corporation one hundred twenty (120) days before its effective date and such resignation shall take effect unless withdrawn before the effective date. The resignation of an Association shall be signed by its President and Secretary or other Executive Officer.

6.3. Cancellation of Membership

- 6.3.1. Membership of a Member may be cancelled by resolution of the Board of Directors and shall become effective upon filing of the consents in writing of each of the other Members at such time holding membership in the Corporation.

6.4. Readmittance to Membership

- 6.4.1. Membership in the Corporation may be granted to an Association that was previously a Member by a resolution of the Board of Directors which contains such provisions as may be deemed necessary and upon filing of the consents in writing of each of the other Members at such time holding membership in the Corporation.

6.5. Membership Fees

- 6.5.1. The Board of Directors may from time to time by Resolution determine an annual membership fee to be paid by the Members, the date for payment of such fee and the nature of any sanction to be imposed on a Member failing to pay such fee within the prescribed time - provided that such resolution shall not be forced or acted upon until it has been confirmed by the affirmative vote of a majority of the Members at an annual or special general meeting of Members.

7. MEETINGS

7.1. Board of Directors

- 7.1.1. (a) Meetings of the Board of Directors shall be held from time to time at such place, at such time and on such day as the President or any five Directors may determine, and the Secretary shall call meetings when directed or authorized by either of the President or by any five Directors.
- (b) Notice of every meeting so called shall be given to each Director not less than thirty (30) days before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Directors are present or if those absent waive notice of or otherwise signify their consent to the holding of such meeting. A waiver of notice or consent may be given either before or after the holding of such meeting.
- 7.1.2. The agenda of annual general meetings of the Board shall include:
- (a) adoption of agenda;
 - (b) adoption or receiving of minutes;
 - (c) business arising from the minutes;
 - (d) receiving of reports;
 - (e) old business;
 - (f) new business;
 - (g) time and place of next meeting;
- 7.1.3. (a) Each new Board of Directors must hold a meeting for the purpose of organization and the election and appointment of Officers.
- (b) This meeting may follow without notice immediately following the annual meeting of Members, provided a quorum of Directors is present.
- 7.1.4. Meetings of the Board of Directors shall be held at the head office of the Corporation or elsewhere as determined by the Board.
- 7.1.5. At all meetings of the Board of Directors every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes the motion shall be declared lost.
- 7.1.6. Fifty percent of the Directors plus one shall constitute a quorum for the transaction of business.
- 7.1.7. Voting on motions from the floor may be deferred to permit a write-in vote if a majority of Directors wish to discuss the motion with the Members.

7.2. Members

- 7.2.1. Annual meetings of Members shall be held at such place in Canada and on such day in each year as the Board of Directors may by Resolution determine. Other meetings of the Members, whether special or general, may be convened at any time and at any place as determined by order of the President or by the Board of its own motion.

- 7.2.2. The agenda of annual general meetings of Members shall include:
- (a) adoption of agenda;
 - (b) adoption and receiving of minutes;
 - (c) appointment of nominating committee;
 - (e) appointment of auditors;
 - (f) receiving of reports;
 - (g) election of Officers;
 - (h) appointment of Board of Directors;
 - (i) time and place of next meeting;
- 7.2.3. Thirty (30) days prior notice together with an agenda shall be given to each Member and Director of any annual, special or general meeting of Members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgement on the decision to be taken.
- 7.2.4. The Director appointed by each Member in accordance with section 8.1.5. shall act and vote as its Representative at any annual, special or general meeting of Members. In the absence of its Director, a Member shall appoint an alternate Representative.
- 7.2.5. A simple majority of the Members of the Corporation represented by their authorized Representatives shall constitute a quorum for the transaction of business at any annual, special or general meeting of Members.
- 7.2.6. At all meetings of Members every question shall be determined by a majority of votes unless otherwise specifically provided by the Canada Corporations Act or by these bylaws;
- 7.2.7. At all meetings of Members each Representative shall be entitled to one vote. In the case of an equality of votes, the motion shall be declared lost.
- 7.2.8. At all meetings of Members any question shall be decided by a show of hands unless a recorded vote is requested. Any person present at a meeting and entitled to vote may request a recorded vote.
- 7.2.9. The Chairman at any meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place;
- 7.2.10 No notice of a meeting of Members shall be necessary if all Members are represented at such meeting by their duly appointed Representatives or if those Members not so represented waive notice of or otherwise signify their consent to the holding of such meeting. A waiver of notice or consent may be given either before or after the holding of such meeting.

7.3. Committee and Project Team Meetings

- 7.3.1. Committee and project team meetings shall be held at such times and by such means as may be deemed appropriate by the respective committee and project team chairs.

7.4. Professional Meetings

7.4.1. Professional meetings with the general public and land surveyors may be called from time to time by the Board of Directors and without limiting the generality of the foregoing shall include educational conferences, symposia and seminars.

7.5. Observers at Meetings

7.6. The President may invite observers from affiliated or related organizations to attend Board of Directors and/or Members meetings. Observers shall have no vote but may participate fully in discussion at the discretion of the Chair.

7.7. Each Member may appoint one observer to attend Board of Directors and/or Members meetings. Observers shall have no vote but may participate fully in discussions at the discretion of the Chair.

8. **BOARD OF DIRECTORS**

8.1. Composition of Board of Directors

8.1.1. The Board of Directors shall be composed of Directors appointed by the Members.

8.1.2. No person shall be qualified to hold the office of Director unless he is a professional land surveyor and a member in good standing of one of the Associations holding membership in the Corporation.

8.1.3. The President and the Vice President of the Corporation shall be elected annually from among the members of the Board of Directors and/or a member in good standing of a Member association.

8.1.4. (a) The property, business and affairs of the Corporation shall be managed by a Board of Directors appointed in the manner hereinafter set forth.

(b) In the event of a vacancy occurring in the membership on the Board of Directors the remaining Directors may continue to act until such vacancy has been filled in the manner hereinafter provided.

(c) The Directors shall be eligible for re-appointment.

8.1.5. Each Member shall appoint one person as a Director of the Corporation for a term of three years but such term can be reduced at the discretion of the individual Member. Such appointment shall be made by notice in writing and signed by the President and Secretary or other Executive Officer of the Member and filed with the Corporation thirty (30) days prior to the effective date of the appointment.

The notice shall specify the name and mailing address of the Director so appointed together with the signed consent of the Director and the date of the start and finish of the appointment. If the term of any Director ends with the default of an appointment by any Member, the office of that Director shall continue until a successor is appointed by such Member.

- 8.1.6. (a) Notwithstanding the provisions of section 8.1.5., an Association at any time may remove the Director appointed by it and may appoint a qualified person as a Director of the Corporation in the place and stead of the Director so removed.
- (b) Removal of a Director requires filing with the Corporation written notice of such removal and appointment signed by the President and Secretary or other Executive Officer of such Association.
- (c) Upon such notice having been filed, the Director last appointed by such Association shall thereupon cease to hold office as a Director and the person appointed as a replacement shall forthwith be a Director of the Corporation.
- (d) If a vacancy on the Board of Directors occurs, the Association whose appointee has vacated office shall appoint a replacement.

8.2. Duties of the Board of Directors

- 8.2.1. The Board of Directors shall direct the investment and care of funds of the Corporation, make appropriations for specific purposes, and shall otherwise direct the affairs of the Corporation.
- 8.2.2. The Board of Directors shall appoint the Secretary and Treasurer from among the directors and shall appoint a person to act as Past President.
- 8.2.3. The Board of Directors shall appoint at the annual meeting, or as soon as possible thereafter, the chairs of the various standing committees, of additional committees and project teams that it believes are necessary to further the objects of the Corporation.
- 8.2.4. The Board of Directors may from time to time by resolution delegate or revoke the delegation of some of its powers to the Executive and Finance Committee.

8.3. Executive and Finance Committee of the Board of Directors

- 8.3.1. There shall be an Executive and Finance Committee consisting of the President, Vice President, Past President, Secretary, and Treasurer.
- 8.3.2. The President shall be the chair of the committee and may appoint one of the other members to act as chair in his place when he is unable to preside personally.
- 8.3.3. The committee shall meet at the call of the chair, or at the discretion of two or more members of the executive or finance committee, and a simple majority shall constitute a quorum.
- 8.3.4. All questions shall be resolved by a simple majority and in the case of a tie, the chair may have a casting vote.

- 8.3.5. In the intervals between meetings of the Board of Directors, the Executive and Finance Committee shall supervise the management of the Corporation, shall actively pursue its objects, and shall oversee the financial affairs of the Corporation, subject to such directions, restrictions and limitations as may from time to time be given or imposed by the Board of Directors. The Executive and Finance Committee shall possess and exercise all the powers and authority of the Board of Directors, except when the latter is in session. The Board of Directors may delegate to the Executive and Finance Committee any of its duties except such as are required by law to be performed by the Board of Directors. Decisions of the Executive and Finance Committee are subject to ratification by the Board of Directors at its next regularly scheduled meeting.
- 8.3.6. Only those members of the Executive and Finance Committee who are also Directors shall have a vote at Board of Directors and Members meetings.
- 8.3.7. Minutes of Executive and Finance Committee meetings shall be kept and sent to all members of the Board of Directors forthwith.

8.4. Removal of Directors

- 8.4.1. Subject to the approval of the appropriate Member any member of the Board of Directors shall be subject to removal for cause by resolution of the Board of Directors.

9. **OFFICERS**

- 9.1. The Officers of the Corporation shall be a President. Vice President, Past President, Secretary, Treasurer and such other Officers as the Board of Directors may by bylaw or resolution determine.

9.2. Election, Appointment and Removal

- 9.2.1. (a) The President and Vice President shall be elected at the annual Members' meeting from a slate of nominations prepared by a nominating committee chaired by the Past President and having as members the two most recent past presidents willing to serve.
(b) To be eligible for nomination as President or Vice President, a person must:
 - i. be a professional land surveyor and a member in good standing of a Member association; and
 - ii. have the approval of the governing council of the person's association to stand for office.
(c) The nominating committee shall submit its report to the Executive and Finance Committee 60 (sixty) days before the date of the annual Members' meeting.
- 9.2.2. (a) The Board of Directors may remove from office at its pleasure any Officer but such removal must be supported by an affirmative vote of at least two-thirds of the Directors.

(b) If a vacancy should occur in any office for any reason, the Board of Directors may, by resolution, appoint a replacement to fill such vacancy for the balance of the term of office vacated.

9.3. Duties of Officers

- 9.3.1. The President shall be the chief executive officer of the Corporation. He shall preside at all meetings of the Corporation and of the Board of Directors. He shall have the general and active management of the affairs of the Corporation. He shall see that all orders and resolutions of the Board are carried into effect and he or the Vice President with the Secretary or other Officer appointed by the Board for the purpose shall sign all bylaws and other documents requiring the signatures of the Officers of the Corporation.
- 9.3.2. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board.
- 9.3.3. The Secretary or his appointed alternate shall attend all sessions of the Board and all meetings of the Members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the Members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President under whose supervision he shall be. He shall be custodian of the seal of the Corporation, which he shall deliver only when authorized by a Resolution of the Board to do so and to such person or persons as may be named in the Resolution. Such duties may be delegated to another Officer or to the staff of the Corporation.
- 9.3.4. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation and in such depositories as may be designated by the Board of Directors from time to time. He shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President, Board of Directors and Members at regular meetings, or whenever they may require it, an account of all his transactions as Treasurer and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the Board. He shall give the Corporation a bond in a sum and with one or more sureties satisfactory to the Board for the faithful performance of the duties of his office, and for the restoration to the Corporation in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation. Such duties may be delegated to another Officer or to the staff of the Corporation.
- 9.3.5. The Past President shall be the chair of a Past President's Committee which shall have the duties and responsibilities as listed in its Terms of Reference set by the Board of Directors from time to time.

9.4. The offices of Secretary and Treasurer may be combined.

9.5. Terms of Office of Officers

9.5.1. The terms of office of the President and Vice President, shall be from the end of the annual meeting of Members to the end of the next annual meeting of Members, or until their successors have been elected or appointed,

9.5.2. Other Officers of the Corporation shall hold office for one year or until their successors are elected or appointed.

10. FINANCES

10.1. Remuneration

10.1.1 Directors, as such, shall not receive any stated remuneration for their services, but, by Resolution of the Board, expenses of their attendances may be allowed for their attendance at each regular or special meeting of the Board; provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation as an Officer in any other capacity and receiving compensation therefor.

10.1.2 The Board of Directors may appoint such agents and engage such employees as it shall deem expedient and such persons shall have the authority and perform such duties as shall be prescribed by the Board of Directors.

10.1.3 The Board of Directors may by resolution fix remuneration of employees and agents and make such other expenditures it may deem expedient to further the purposes of the Corporation.

10.1.4 The Board of Directors may award special remuneration to any Officer, employee, or member of the Board of Directors for special services undertaken on behalf of the Corporation.

10.2. Fiscal Year

10.2.1 The financial year of the Corporation shall be the calendar year.

10.3. Auditors

10.3.1 An auditor shall be appointed at each annual meeting of Members to audit the accounts 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 Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

10.4. Borrowing of Money

10.4.1 Pursuant to Section 65 of the Canada Corporations Act, the Board of Directors of the Corporation may from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Corporation;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (e) secure any such debentures or other securities, or any other present or future borrowing or liability of the Corporation, 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.

10.4.2 Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the Corporation.

10.5. Banking

10.5.1 All funds and securities shall be deposited in such banks, trust companies or safety deposit vaults as the Board of Directors may designate.

10.5.2 All cheques shall be signed by any two of the following; President, Vice President, Secretary, Treasurer or other person authorized by the Board of Directors.

10.6. Liability of Members

10.6.1 Every member of the Board of Directors and every Officer of the Corporation and his or her heirs, executors and administrators, and estate and effects, 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 whatever that such Director or Officer, as the case may be, sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him, in or about the execution of the duties of his office, and
- (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 willful neglect or default.

- (c) willful neglect or default includes:
 - entering into any obligation or contracting indebtedness on behalf of the Corporation for the satisfaction of which there are not sufficient funds on hand and available at the time of entering into such obligation or contracting such indebtedness and the entering into any obligation or incurring indebtedness, or liability which may involve Members or the Corporation in any individual or personal liability.
- (d) for the purposes of funding a claim against the funds of the Corporation under this section, the Board may cause to have appropriate insurance purchased to protect the Board of Directors, the Members' Representatives and the Officers.

11. **COMMITTEES**

11.1 Standing Committees

The Board of Directors may appoint standing committees to properly carry out the objects of the Corporation.

11.2. Ad Hoc Committees

11.2.1 The Board of Directors may appoint ad hoc committees to investigate and report on matters concerning the Corporation.

11.3. Projects

11.3.1 The Board of Directors may approve projects which conform to the objects of the Corporation and which satisfy criteria established by a resolution of the Board.

11.4. Expenditures

11.4.1 Expenditures by any committee or project shall be limited to those funds approved in the annual budget of the Corporation, unless further approval of the Board of Directors is obtained.

11.5. Chairs

11.5.1 Chairs of the standing committees should be members of the Board of Directors whenever possible.

12. **AMENDMENTS TO BYLAWS**

- 12.1. Amendments to the Bylaws of the Corporation may be proposed by any Officer, Director or Member of the Corporation provided that such proposal is received by the Secretary one month prior to the annual meeting of the Corporation, or two months prior to a special meeting duly called for the purpose of considering the proposed amendment.
- 12.2. All amendments to the Bylaws require an affirmative vote of a majority of the Board of Directors attending a Board of Directors meeting and must be sanctioned subsequently by either an affirmative vote of at least two-thirds of the voting Members of the Corporation attending (a) an annual general meeting of Members, or (b) a special meeting of Members duly called for the purpose of considering the proposed amendment. The Board of Directors shall decide by a simple majority which method of sanctioning is to be followed.
- 12.3. Notwithstanding any provisions contained in the Bylaws, the repeal or amendment of Bylaws not embodied in the letters patent of the Corporation shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

13. **NOTICE**

- 13.1. Any notice (which term includes any communication or document) to be given, sent delivered or served pursuant to the Canada Corporations Act, the Letters Patent or Supplementary Letters Patent, the bylaws or otherwise to a Member, Representative, Director, Officer, auditor or member of a committee of the Board of Directors shall be sufficiently given if delivered personally to the person or Association to whom it is to be given or if delivered to his or its recorded address or if mailed to him or it at his or its recorded address by prepaid ordinary mail, or if sent to him or it at his or its recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid- a Notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a Notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Representative, Director, Officer or auditor in accordance with any information believed by him to be reliable.

- 13.2. In computing the date when Notice must be given under any provision requiring a specified number of days, notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included. The accidental omission to give any notice to any Member, Representative, Director, Officer, auditor or member of a committee of the Board, or the non-receipt of any notice by any such person or Association or any error in any notice not affecting the substance thereof shall not invalidate any action at any meeting held pursuant to such notice or otherwise founded thereon.
- 13.3. Nothing in this Bylaw shall be deemed to encroach upon the rights and privileges conferred by and/or granted to any association or corporation of professional land surveyors under the laws of any province or territory of Canada or which may hereafter be conferred and/or granted to any association or corporation of professional land surveyors under the laws of the parliament of Canada or any province or territory of Canada.
- 13.4. French Version of Bylaws

The text hereinafter set forth is adopted as the official text of the bylaws in the French language.