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IMPORTANT DISCLAIMER

This printing of the Society's Constitution and By-laws is authorized by the Board of Directors for distribution to members: however, it is not legally binding. The only official and legally binding text of the Constitution and By-laws is that filed with the Registrar of Companies, Province of British Columbia, Canada.

February 25, 2004

SOCIETY ACT CONSTITUTION

1. The name of the Society is "SOCIETY OF CONSULTING FORESTERS OF BRITISH COLUMBIA." The short form of the name is "CFBC."
2. The purposes of the Society are:
 - (a) to assist in promoting satisfactory business relations between the Members of the Society and their clients;
 - (b) to promote cordial relations among the various forestry consulting firms in British Columbia and to foster the interchange of professional, management and business experience and information among consulting foresters and, when necessary, to safeguard their business interests;
 - (c) to further the maintenance of high professional standards in the practice of forestry consulting;
 - (d) to do all such matters and things which will facilitate and advance contact between the Society and other related professional organizations;
 - (e) to develop regional representation and participation in the affairs of the Society.
 - (f) to operate in liaison and harmony with the Association of British Columbia Forest Professionals.
3. The Society's purposes shall be carried on without object of gain for its members and any profits or other accretions to the Society shall be used in promoting its purposes. This provision is unalterable.



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**SOCIETY OF CONSULTING FORESTERS
OF BRITISH COLUMBIA, CFBC
BYLAWS**

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PART 1 - Interpretation

1. (a) In these bylaws, unless the context otherwise requires:
 - (i) "directors" means the directors of the Society for the time being;
 - (ii) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (iii) "registered address" of a member means his or her address as recorded in the Register of Members;
 - (iv) "professional forestry consulting services" means those services falling under the definition of the "practice of professional forestry" as defined in the Forester's Act or adjunct services provided;
 - (v) "member" shall mean a member as defined under Part 2, Article 4(a);
 - (vi) "associate member" shall mean an associate member as defined under **Part 2, Article 4(b)**.
1. (b) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

PART 2 - Membership

Membership Categories

Member

3. (a) The members of the Society shall be independent firms (including proprietorships, partnerships, and corporations) or divisions of independent firms which furnish forestry consulting services. To conduct the business of the Society, each member shall appoint one voting delegate as set out in Article 7.

Associate Member

3. (b) An associate member of the Society shall be either:
 - (i) member firms as defined in Article 3 (a) who have notified the Society that they are no longer furnishing professional forestry consulting services and the owner(s) have received "retired" or "life member" standing with the Association of British Columbia Forest Professionals (ABCFP), or
 - (ii) individuals who own or have owned a member firm, or who were employed, within the proceeding 12 months or some other recent period acceptable to the Board of Directors, by a member firm and who have received "retired" or "life member" standing with the ABCFP, or
 - (iii) firms (including proprietorships, partnerships and corporations) not furnishing professional forestry consulting services, but who provide consulting or contracting services allied with the management, processing or marketing of resources derived from the forest or forest land. Associate membership does not convey voting rights.



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Qualifications for Membership

Member

4. (a) Admission to membership in the Society in itself does not entitle any member to use the title "consulting forester" or any derivation thereof. To be eligible for membership in the Society, an independent firm or divisions of an independent firm shall comply with the following qualifications:

- (i) it shall be managed and its operating policies and forestry decisions shall be determined by one or more active members of the Association of British Columbia Forest Professionals resident in British Columbia or a management team consisting of at least one person who is an active member of the Association of British Columbia Forest Professionals; and
- (ii) it shall be engaged primarily in the business of offering independent professional forestry consulting services for which purpose it shall maintain an office or offices in British Columbia managed by an active member of the Association of British Columbia Forest Professionals or a management team consisting of at least one person who is an active member of the Association of British Columbia Forest Professionals, resident in British Columbia; and,
- (iii) if a proprietorship, the proprietor shall be an active member of the Association of British Columbia Forest Professionals, resident in British Columbia; or,
 - if a partnership, at least one of the partners shall be active member of the Association of British Columbia Forest Professionals, resident in British Columbia; or,
 - if a corporation, the corporation shall have been incorporated in Canada and the member firm be wholly owned within the private sector with the majority of the directors of the firm resident in Canada.

Associate Member

4. (b) Admission as an associate member does not entitle the use of the title "consulting forester" or any derivation thereof. To be eligible for membership in the Society as an associate member, the firm, division of a firm or individual shall comply with one or more of the following qualifications:

- (i) firms providing services, other than professional forestry consulting services, but who provide allied consulting or contracting services associated with forest land or resources thereon, or
- (ii) individuals employed within the past 12 months, or some other recent period acceptable to the Board of Directors, by a member firm and who have obtained "retired" or life member" standing with the Association of British Columbia Forest Professionals, and/or
- (iii) individuals who have owned all or a portion of a member firm and who have obtained "retired member" standing with the Association of British Columbia Forest Professionals.

4. (c) In addition, member firms and associate members shall comply with all of the following:



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- (i) at all times, when it is material, it shall make full disclosure of any conflict or potential conflict of interest; and,
- (ii) it shall have high professional repute and ethical standards and shall meet all requirements for practice as may be, from time to time, established by the Association of British Columbia Forest Professionals and by this Society; and
- (iii) its practice shall not be conducted under an arrangement that involves a conflict of interest or that subordinates independent professional judgment to other considerations; and,
- (iv) if a member firm or an associate the principle of which is a member of the Association of British Columbia Forest Professionals, it shall meet all requirements for practice as may be, from time to time, established by the Association of British Columbia Forest Professionals and by this Society: and,
- (v) if an associate it shall meet all requirements for practice established by this Society and all other associations governing the field(s) of service provided by the associate member.

5. Applications for membership: All applications for membership in the Society shall be submitted to the Board of Directors accompanied by the following references:

- (a) three (3) current members of the Society; or,
- (b) at least one present Director of the Society.

6. Duties: Each member firm shall, with each payment of annual dues of the Society, certify that it continues to meet all the aforesaid qualifications as a member, and that it intends to continue to comply with the professional standards, including the Code of Forestry Consulting Practice, established by the Society in **Part 16** hereto.

Voting Delegates

7. Qualifications for voting delegate: Each member shall be entitled to appoint, prior to each annual general meeting of the Society, one (1) person as hereinafter determined as a voting delegate, who shall be an active member of the Association of BC Forest Professionals in good standing and resident in British Columbia.

8. The appointment as an individual voting delegate shall be for the term from immediately following the annual general meeting to the next succeeding annual general meeting.

9. When a member appoints a voting delegate, the voting delegate appointed by such member shall be chosen from amongst the most senior management personnel of such member.

10. Each voting delegate present in person or by proxy at a general meeting of the Society shall have one (1) vote on each matter voted on.



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Revoking Membership

11. (a) Cessation as a member of the Society may be by withdrawal, expulsion, or dissolution of the member.

11. (b) A member may withdraw from the Society upon thirty (30) days' written notice to the Secretary.

11. (c) A member firm may be expelled from membership in the Society on one or more of the following grounds:

(i) its conduct or policy is detrimental to the honour, purposes, or objects of the Society or is of such a nature as to bring the work of the Society into disrepute, or, pursuant to paragraphs 80, 81 and 82 herein, does not conform to the Code of Forestry Consulting Practice of the Society; or

(ii) if it ceases to qualify for membership in the Society; or

(iii) if it fails to furnish such information as to its professional conduct or practice or organization as may be required by the Board of Directors to determine whether or not the member qualifies or should be expelled.

11. (d) Expulsion of a member on the grounds herein before provided shall be by two thirds (2/3) majority vote of all the directors of the Society, and only after the Board of Directors and such member have had the opportunity to be heard by a committee of members designated by the Board of Directors for such purpose. The findings and recommendations of such committee shall be forwarded in writing to the Board of Directors and to such member. The action of the Board of Directors shall be final. Such member shall waive any claim for libel or slander against the Society, the Board of Directors, or any officer or employee of the Society resulting from any hearing or expulsion procedure carried out in good faith pursuant hereto.

11. (e) A firm which ceases to be a member in the Society shall remain liable for payment of any assessment or sum levied which became payable by it to the Society prior to its cessation as a member. A firm which ceases to be a member of the Society automatically forfeits all its rights, claim and interest arising from or associated with membership in the Society.

11. (f) All members are in good standing except a member who has failed to pay his or her current annual dues or any other subscription, assessment, or debt due and owing by that member to the Society and is not in good standing so long as the debt remains unpaid.

11. (g) In addition to the expulsion of a member on the grounds herein before provided, the Board of Directors may, if a member has not been in good standing for a period of three (3) successive months, and after the Board of Directors has given thirty (30) days' notice to such member, terminate such member's membership in the Society.

Cessation as a voting delegate

12. (a) A voting delegate shall cease to be a delegate of the Society at the end of his or her term of appointment if not reappointed, or when the member which made his or her appointment ceases to be a member of the Society.

12. (b) A voting delegate is in good standing whenever the member who made his or her appointment is in good standing.

12. (c) The appointment of a voting delegate may be terminated by a two thirds (2/3) majority vote of all the directors of the Society if the voting delegate's conduct is deemed to be



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detrimental to the honour, purposes, or objects of the Society or is of such a nature as to bring the work of the Society into disrepute.

PART 3 Annual Dues and Assessments

13. Unless otherwise determined by the Board of Directors, the entrance fee for each member shall be \$100.00.

14. Annual dues, and in certain cases special assessments, payable to the Society shall be based on the average total number of personnel (N) of the respective member resident in British Columbia. Each year each member shall on receipt of notice that dues are payable, file with the Society a statement setting out the average number of its personnel in British Columbia during the preceding calendar year.

15. The total funds required by the Society for its annual operations shall be determined each year by the Board of Directors which shall also determine that respective proportion of such funds to be paid by each member in each year. Determination by the Board of Directors pursuant to this clause shall be by two thirds (2/3) majority vote of the Board of Directors.

16. Annual dues shall be due by members on or before March 1st in each year.

17. The Board of Directors may, by a two third (2/3) majority vote, levy special assessments to be paid by the members and any such special assessments shall be levied on and paid by each member in the same respective proportions as are established in respect to the payment of annual dues.

18. The Board of Directors shall have power to relieve any member from the obligation to pay an annual due or assessment, but unless so relieved every member shall be liable for the payment of all dues and assessments.

PART 4 Directors

Board of Directors

19. The affairs of the Society shall be managed by a Board of Directors, who may exercise all such powers and do all such acts and things, as may be done by the Society and are not by the by-laws of the Society or by law expressly directed or required to be done by the Society at a general meeting.

There shall be up to nine (9) elected directors and in addition there may be one (1) appointed director pursuant to paragraph 50 herein. If the immediate past president has completed his or her term of office as a director, then he or she shall be an ex officio member of the Board of Directors.



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20. Each elected director shall be a voting delegate and an active member of the Association of B.C. Forest Professionals.

21. Four (4) directors shall constitute a quorum at meetings of the Board of Directors.

Meetings

22. Not less than four (4) meetings of the Board of Directors shall be held in every fiscal year of the Society. Notice of such meeting shall be communicated in writing to each director not less than five (5) days before the meeting is due to take place; provided that meetings of the directors may be held at any time without formal notice if all the directors are present or if those absent have signified their consent to the meeting being held in their absence. Notice of any meeting or of any irregularity in any meeting or notice thereof may be waived by any director.

23. A resolution in writing signed by all the directors personally shall be as valid and effectual as if it had been passed at a meeting of directors duly called and constituted.

24. No member of the Board of Directors shall receive any remuneration from the Society for services rendered as a director of the Society.

25. Every director of the Society shall be deemed to have assumed office on the express understanding and agreement and condition that every director of the Society and his or her heirs, executors, and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges, and expenses whatsoever which such director sustains or incurs in or about any action, suit, or proceedings which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her or any other director or directors in or about the execution of the duties of his or her or their office, and also from and against all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as occasioned by his or her own wilful neglect or default, subject to the Society Act.

Removal of Directors

26. If any director shall resign his or her office, die, or without reasonable excuse absent him- or herself from three (3) or more consecutive directors' meetings in a year, the directors shall declare his or her office vacated and may appoint a successor in his or her place to hold office for the duration of the term of the vacating director's office.

27. In the event a director acts in a manner which is detrimental to the Society, the Board of Directors, by majority vote, may remove him or her before the expiration of his or her term of office, and may appoint a successor to complete the term of office.



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PART 5 Proceedings of Directors

28. (a) The directors may meet together at such places as they think fit for the dispatch of business (including telephone conferencing), adjourn and otherwise regulate their meetings and proceedings, as they see fit.

28. (b) The president shall be chairman of all meetings of the directors; but if at any meeting the president is not present within fifteen (15) minutes after the time appointed for holding the meeting, the vice president shall act as chairperson, but if neither is present, the directors present may choose one of their number to be chairperson at that meeting.

28. (c) The president may at any time, and the secretary, on the request of two (2) directors, shall convene a meeting of the directors.

29. (a) The directors may delegate any, but not all, of their powers to committees consisting of directors or members as they think fit.

29. (b) 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 earliest meeting of the directors to be held next after it has been done.

30. A committee shall elect a chairperson of its meetings; but if no chairperson is elected, or if at any meeting the chairperson is not present within fifteen (15) minutes after the time appointed for holding the meeting, the directors or voting delegates present shall choose one of their number to be chairperson of the meeting.

31. The members of a committee may meet and adjourn as they think proper.

32. For a first meeting of directors held immediately following the appointment or election of a Director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be duly constituted if a quorum of the directors is present.

33. (a) Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.

33. (b) In case of an equality of votes, the chairperson shall have a casting vote.

34. Each resolution proposed at a meeting of directors or committee of directors must be seconded before the chairperson of a meeting may move or propose a resolution.

35. A resolution in writing signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of the directors.



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PART 6 Officers

Executive

36. There shall be a president, a vice president, a secretary, and a treasurer who shall be appointed to such office for a one (1) year term by the Board of Directors following the annual general meeting of the Society in each year. The president, vice president, and treasurer shall be appointed from among the directors of the Society. The Board of Directors may also appoint an executive director who shall not be a director of the Society. The office of the secretary may be held by a director, by the treasurer, by the executive director or any voting delegate so designated. In the event of the resignation of any officer, the Board of Directors may appoint a replacement for the balance of the term of office.

37. In the event an officer acts in a manner which is detrimental to the Society, the Board of Directors may by majority vote remove him or her before the expiration of his or her term of office, and may appoint a successor to complete the term of office.

President

38. The President shall be the chief executive officer and a member ex officio of all committees of the Society. He or she shall, if present, preside at all meetings of the Board of Directors, of the Executive Committee and of the members of the Society. He or she shall sign all instruments which require his or her signature, and shall perform all duties incident to his or her office, and have such other powers and duties as may from time to time be assigned to him or her by the Board of Directors.

Vice-president

39. The Vice-president shall be vested with all the powers and shall perform all the duties of the president in the absence or disability of the president, and such other powers and duties as may be delegated to him or her by the Board of Directors or the president. If the vice president exercises any such duty or power, the absence or the disability of the president shall be presumed with reference thereto.

Treasurer

40. The Treasurer shall have the care and custody of all the funds and securities of the Society and shall deposit the same in the name of the Society in such bank or banks or with such depository or depositories as the Board of Directors may direct. Unless otherwise provided by resolution of the directors, he or she shall sign all cheques, drafts, notes, or orders for the payment of money, and he or she shall pay out and dispose of the same under the direction of the Board of Directors. He or she shall at all reasonable times exhibit his or her books and accounts to any director of the Society. Unless otherwise provided by resolution of the Board of Directors, he or she shall sign or countersign such instruments as require his or her signature and shall perform all duties incident to his or her office or that are properly required of him or her by the Board of Directors.



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Secretary

41. The Secretary shall attend all meetings of the Board of Directors, of the Executive Committee, and all general meetings of the Society and shall record all minutes of all proceedings in the books kept for such purposes. He or she shall give all notices required to be given to members and to directors. He or she shall be the custodian of all books, papers, records, correspondence, contracts, and other documents belonging to the Society and he or she shall, in liaison with the Executive Assistant, maintain the register of members of the Society and shall perform such other duties as may from time to time be determined by the Board of Directors.

Past President

42. The Past President shall attend all meetings of the Board of Directors, of the Executive Committee, and all general meetings of the Society. He or she shall periodically review bylaws and ensure relevant updates are completed and review the CFBC Code of Practice and update consistent with new legislation. With Membership Chair, he or she shall maintain CFBC Discipline and Ethics policies. The Past President shall also chair the nomination committee and solicit the membership for new directors that represent the broad geographic and demographic membership of the CFBC to serve on BoD (by Dec. 31st each year). With the President, the Past President shall also identify CFBC members to run for ABCFP council (by June 30th of each year). The Past President shall endeavour to increase CFBC's exposure to applicable government ministries, especially Ministry of Forests.

Membership Director

43. The Membership Director shall attend all meetings of the Board of Directors, of the Executive Committee, and all general meetings of the Society. He or she shall chair the Membership Committee (includes President, Treasurer, and EA), maintain the membership database (with Executive Assistant); increase CFBC membership to a specified target; increase the benefits of being a CFBC member; periodically review the CFBC website to improve usefulness and design of the site; and, with the Past President, maintain CFBC Discipline and Ethics policies.

Executive Assistant

44. The executive assistant shall have full authority subject to the authority of the Board of Directors and the supervision of the president, to manage and direct the business and affairs of the Society, except such matters and duties as by law must be transacted or performed by the Board of Directors or by the members in a general meeting. He or she shall have the power to employ and discharge agents and employees of the Society. He or she shall conform to all lawful orders given to him or her by the Board of Directors of the Society. He or she shall, at all reasonable times, give to the directors or any of them, all the information they may require regarding the affairs of the Society. He or she shall be the custodian of the seal of the Society to affix to membership certificates.



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Delegation of Responsibilities

45. In the absence or inability to act of any officer of the Society, the Board of Directors may delegate all or any of the powers of such person to any other person during such absence or inability to act of such office.

46. The officers, with the exception of the Executive Assistant, shall not be entitled to any remuneration. The Board of Directors shall fix the remuneration of the Executive Assistant and of any person that may be employed by the Society.

PART 7 Committees

47. The President, Vice-president, Treasurer, and immediate Past President of the Society shall be the Executive Committee of the Board of Directors, and the Board of Directors may from time to time delegate to the Executive Committee power to transact the business of the Society in accordance with the established policy and procedures of the Society. The Executive Committee shall keep minutes of its meetings and, at each meeting of the Board of Directors, present copies of the minutes of its meetings held since the previous meeting to the Board of Directors.

48. The Board of Directors may from time to time establish committees, appoint the members, designate the chairman, and outline the duties thereof. Any such committee shall report directly to the Board of Directors, and may be abolished or dissolved at any time.

49. Questions arising at any meeting of any committee shall be decided by a majority vote.

PART 8 Nomination and Election of Directors

50. There shall be up to nine (9) elected directors of the Society. At each annual general meeting of the Society up to three (3) persons shall be elected to fill the positions of director, to hold office until the third following annual general meeting of the Society, so as to provide for retirement of up to three (3) directors and the election of four (4) directors at each annual general meeting with the number of elected directors remaining constant and up to nine (9).

51. In each year the Past President shall appoint a nominating committee of two (2) persons, who shall not be directors but shall be an active member(s) of the Association of BC Forest Professionals and voting delegates. The nominating committee shall prepare a list of nominees for the positions of director to fill the then impending vacancies. The nominating committee shall obtain the consent of each nominee and shall mail such a list to each member by the 31st day of December in each year.

Members may make further nominations for filling the impending vacancies in the position of director by mailing to or depositing with the secretary nominations on or before the 15th day of January each year. Such nominations shall be signed by not less than three (3) voting delegates who shall be employed by or associated with three (3) separate members and shall be accompanied by the written consent of the respective nominees. All validly constituted



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nominees shall be reported by the secretary to the members at the time at which the notice of the annual general meeting is sent to the members.

52. In addition to the up to nine (9) elected directors, there may be one (1) additional director appointed by the Board of Directors to hold office for such term as may be determined by the Board of Directors; such appointment will be made from any list of nominees which may be provided from time to time by the ABCFP from amongst the membership of its council. Be it further resolved that the Board of Directors be given authority to extend the terms of some current directors by up to two (2) years for the purpose of bridging the transition from eight (8) to nine (9) directors.

PART 9 Proceedings at Special and General Meetings

Special Business

53. Special business is

- (a) all business at a 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 election of directors,
 - (vi) the appointment of the auditor, if required, and
 - (vii) 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 of convening the meeting.

Quorum

54. (a) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

54. (b) 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.

54. (c) A quorum is ten (10) voting delegates present or such greater number as the members may determine at a general meeting.

55. If within one (1) hour from the time appointed for a general meeting a quorum is not present, the members present constitute a quorum.

56. Subject to bylaw 53 the president of the Society, the vice-president or, in the absence of both, one of the other directors present shall preside as chairman of a general meeting.



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Adjournment

57. (a) 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.

57. (b) Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

57. (c) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

Voting on Resolutions

58. (a) Each resolution proposed at a meeting must be seconded before it can be approved for resolution.

58. (b) Members wishing to propose business at an annual general meeting must notify the Executive Committee, in writing, at least fourteen (14) days prior to the meeting.

58. (c) In case of an equality of votes, the chairperson shall not have a casting vote in addition to the vote to which he or she may be entitled as a voting delegate and the proposed resolution shall not pass.

58. (d) Voting shall be by a show of hands or ballot if the members so determine.

58. (e) Voting by proxy is permitted.

Annual General Meetings

59. The annual general meeting of the Society shall be held in conjunction with the annual general meeting of the ABCFP or such other time and place as the directors may determine. At each annual general meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement of the Society and the report, if any, of the auditors thereon shall be presented to the members at such meeting, persons shall be elected to fill the vacancies then occurring in the positions of the director, and auditors may be appointed for the ensuing year.

60. Special general meetings of the Society may be called any time by the secretary on the direction of the president. Special general meetings of the Society must be called by the secretary on written request of ten (10%) percent or more of the voting delegates of the Society. The purpose of any special general meeting shall be stated in the notice pertaining thereto.

Notice of AGM

61. Except as herein provided, notice of any general meeting of the Society shall be in writing and shall be emailed, mailed, or faxed to all members at least fourteen (14) days before the date of such meeting.

62. No error or omission in giving notice of any general meeting or any adjourned meeting 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 the purpose of sending any notice to any member, director



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or officer for any meeting or otherwise, the address of any member, director or officer will be his or her last address recorded on the books of the Society.

Voting at AGM

63. Votes of voting delegates may be given either personally or by proxy. In the absence of any voting delegate at any general meeting such voting delegate may, by proxy in writing, appoint another voting delegate who is present at such meeting to vote in his or her place. The proxy shall be delivered to the secretary of the Society before or at the time for holding the meeting at which the person named in the proxy proposes to vote, and in default the instrument of proxy shall not be treated as valid. An instrument appointing a proxy may be in any form that the Board of Directors shall approve.

64. Each voting delegate present in person or by proxy at a general meeting shall have one (1) vote on each matter voted on. No voting delegate appointed by a member shall be entitled either in person or by proxy to vote at general meetings of the Society unless the member appointing such voting delegate is in good standing.

65. At all general meetings of the Society, every question shall be decided by a majority of votes of the voting delegates present in person or represented by proxy unless otherwise required by the bylaws of the Society or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any voting delegate. Unless a poll be demanded, a declaration by the chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Society shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the voting delegates present in person or by proxy, and such poll shall be taken in such manner as the chairperson shall direct and the results of such poll shall be deemed the decision of the Society in that general meeting upon the matter in question.

66. If at a general meeting (a) there is no president, vice president, or other director present within fifteen (15) minutes after the time appointed for holding the meeting, or (b) the president and all the other directors present are unwilling to act as chairperson, the members present shall choose one of their number to be chairperson.

PART 10 Seal

67. The Board of Directors may adopt a seal which shall be the common seal of the Society.

68. The common seal of the Society shall not be affixed to any instrument except in the presence of two (2) directors of the Society, with the exception of Membership Certificates produced by the Executive Assistant and only with approval from the Board of Directors.



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PART 11 Borrowing

69. The Board of Directors may from time to time borrow money in any manner and without limit to the amount on the credit of the Society and in such amounts as they think proper and may cause to be executed mortgages and pledges of the real personal property and rights of the Society and may cause to be signed bills, notes, contracts and other evidence of securities for money borrowed from any person, firm, corporation or bank on such terms as the lender may be willing to advance the same; provided, however, that debentures shall not be issued by the Society without the sanction of a special resolution of the Society.

PART 12 Auditor

70. At each annual general meeting the Society may appoint an auditor to hold office until he or she is re-elected or his or her successor is elected at the next annual general meeting.

71. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

72. An auditor may be removed by ordinary resolution.

73. An auditor shall be informed forthwith in writing of appointment or removal.

74. No director and no employee of the Society shall be auditor.

75. The auditor may attend general meetings.

76. The fiscal year of the Society shall commence on the first day of January in each year and shall conclude on the last day of December in the same year.

77. The directors shall cause true accounts to be kept of all financial transactions of the Society together with the records of its assets and liabilities.

78. The directors shall lay before the members of the Society at each annual general meeting a statement made up to the end of the previous fiscal year showing the income and expenditure of the Society during such fiscal year together with a statement of the assets and liabilities of the Society as at the last day of such fiscal year.

PART 13 Special Resolutions and Alteration of Bylaws

79. The majority necessary for the passing of a special resolution of the Society shall be a three-quarter (3/4) majority of those entitled to vote that are present in person or by proxy at a duly constituted general meeting called for the purpose of consideration of such resolution. These bylaws and the Society's Code of Forestry Consulting Practice may be amended by a special resolution of the Society, provided that notice of such amendment and the nature thereof shall



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have been forwarded to the members at least fourteen (14) days before the general meeting at which such resolution is to be considered.

PART 14 Inspection of Books

80. The directors shall from time to time determine to what extent and at what time and places and under what conditions or regulations the accounts and books of the Society shall be open to the inspection of members, and no member shall have any right of inspecting any account or book or account of the Society except as conferred by law or authorized by the directors or by resolution of the members, whether previous notice thereof has been given or not.

PART 15 Discipline of Members

81. The president shall appoint a complaints committee which shall consist of a chairperson and two (2) voting delegates of the Society. At least one (1) member of the committee shall be a director. Any complaint received as to a member behaving in a manner which is in conflict with the Code of Forestry Consulting Practice of the Society shall be referred to the complaints committee who shall investigate the matter and the chairman of the committee shall report to the Board of Directors.

82. The Board of Directors may, if it is considered necessary, authorize the necessary funds for investigation on the recommendation of the complaints committee. When the investigation is complete, the complaints committee shall make a recommendation to the Board of Directors as to the authenticity and degree of gravity of the contravention of the Code of Forestry Consulting Practice and shall make a recommendation to the Board of Directors as to what disciplinary measures, if any, should be taken.

83. The Board of Directors shall hear the report of the chairperson of the complaints committee and shall approve, reject, or alter the recommendations by two-thirds (2/3) majority vote of all the Directors of the Society. Any approved disciplinary action shall be taken by the president and shall be one of the following:

- (a) an informal reprimand to be delivered at a meeting of the president, the chairperson of the complaints committee, and the member in question; or
- (b) a formal reprimand, which shall be published in the Society newsletter; or
- (c) expulsion of the member pursuant to paragraphs 11 (c) and (d) herein.

PART 16 Notice to Members

84. A notice may be given to a member, either personally, by facsimile transmission or by mail addressed to the member's registered address.

85. 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.



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86. (a) Notice of a general meeting shall be given to:
- (i) every member shown on the register of members on the date notice is given; and
 - (ii) the auditor.
86. (b) No other person is entitled to receive notice of general meeting.

PART 17 Code of Forestry Consulting Practice

87. Members of the Society shall fulfill their duties with honesty, justice and courtesy towards the general public, clients, and other consulting foresters and employees as follows:

General Public

88. Members shall practice their profession with concern for the social and economic well-being of the general public.

89. Members shall conform with all applicable laws, bylaws, and regulations.

90. Members shall satisfy themselves that their prescriptions and recommendations are safe and sound and, if their professional judgment is overruled, shall report the possible consequences to their clients, owners and, if necessary, the appropriate public authorities.

91. Members expressing forestry opinions to the public shall do so in a complete, objective, truthful, and accurate manner.

92. Members should participate in civic affairs and work for the benefit of their community and should encourage their employees to do likewise.

Clients

93. Members shall discharge their professional responsibilities with integrity and complete loyalty to the terms of their assignments.

94. Members shall accept only those assignments for which they are competent or for which they associate with other competent experts.

95. Members shall disclose any conflicts of interest to their clients.

96. Members shall respect the confidentiality of all information obtained from their clients.

97. Members shall obtain remuneration for their professional services solely through fees commensurate with the services rendered.

Other Consulting Foresters

98. Members shall relate to other consulting foresters with integrity, and in a manner that will enhance the professional stature of the practice of forestry consulting.



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99. Members shall respect the clientele of other consulting foresters and shall not attempt to supplant them when definite steps have been taken towards their employment.

100. Members shall compete fairly with their fellow consulting foresters, offering professional services on the basis of qualifications and experience.

101. Members engaged by a client to review the work of another consulting forester, shall inform that forester of their commission, and shall avoid statements which may maliciously impugn the reputation or business of the forester.

Employees

102. Members shall treat their employees with integrity, provide for their proper compensation, and require that they conform to high ethical standards in their work.

103. Members shall encourage their employees to enhance their professional qualifications and development.

104. Members shall not request their employees to take responsibility for work for which they are not qualified.

PART 18 Bylaws

105. On being admitted to membership, a member is entitled, without charge, to a copy of the Constitution and Bylaws of the Society.

106. These bylaws shall not be altered or added to except by special resolution.

DATED at the City of Victoria, in the Province of British Columbia, the ____th day of _____, 19____.