PROFESSIONAL SURVEYORS CANADA

GÉOMÈTRES PROFESSIONNELS DU CANADA

BY-LAW No. 1 (Ver. 2.0: Oct 17, 2023)

TABLE OF CONTENTS

SECTION 1 – General

- **1.10 Definitions**
- **1.30 Interpretation**
- **1.40 Corporate Seal**
- **1.50 Execution of Documents**
- **1.60 Fiscal Year**
- **1.70 Banking Arrangements**
- **1.80 Borrowing Powers**
- **1.90 Annual Financial Statements**

SECTION 2 – MEMBERSHIP/MEETINGS/VOTING – MATTERS REQUIRING SPECIAL RESOLUTION

- **2.10 Membership Conditions**
- **2.11.1 Class A Members**
- **2.11.2 Class B Members**
- **2.20 Membership Transferability**
- **2.30 Notice of Meeting of Members**
- **2.40 Absentee Voting at Meeting of Members**

SECTION 2 – MEMBERSHIP/MEETINGS/VOTING – MATTERS REQUIRING ORDINARY RESOLUTION

- **2.50 Members Calling a Meeting**
- **2.60 Proposals Nominating Directors at Annual Members' Meetings**
- **2.70 Place of Members' Meeting**

SECTION 3 – MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

- **3.10 Membership Dues**
- **3.20 Termination of Membership and Its Effect**
- **3.30 Discipline of Members**

SECTION 4 – MEETINGS OF MEMBERS

- **4.10 Persons Entitled to be Present at Members' Meetings**
- **4.20 Chair of Members' Meetings**

4.30 Quorum at Members' Meetings
4.40 Votes to Govern at Members' Meetings
4.50 Participation by Electronic Means at Members' Meetings
4.60 Members' Meeting Held Entirely by Electronic Means

SECTION 5 – DIRECTORS
5.10 Number of Directors
5.20 Term of Office of Directors
5.30 Appointment and Election of Directors

SECTION 6 - MEETINGS OF BOARD OF DIRECTORS
6.10 Calling of Meeting of Board of Directors
6.20 Notice of Meeting of Board of Directors
6.30 Regular Meetings of the Board of Directors
6.40 Votes to Govern at Meetings of the Board of Directors
6.50 Committees of the Board of Directors

SECTION 7 – OFFICERS
7.10 Appointment of Officers
7.20 Description of Offices
7.30 Vacancy in Office

SECTION 8 – NOTICES
8.10 Method of Giving Any Notice
8.20 Invalidity of any Provisions of this By-law
8.30 Omissions and Errors

SECTION 9 - DISPUTE RESOLUTION
9.10 Mediation and Arbitration
9.20 Dispute Resolution Mechanism

SECTION 10 – EFFECTIVE DATE

10.10 By-laws and Effective Date SECTION 11 SECTION 11 - INDEMNIFICATION

SECTION 12 – FORMATION OF A CHAPTER

12.10.1 Granting of Chapter Status
12.20.1 Application of Charter
12.30.1 Guidelines

12.40.1 Revocation of Charter
12.50.1 Disaffiliation
12.60.1 Association's Property

SECTION 13 – CHAPTER MEMBERSHIP

13.10.1 Potential Applicants
13.20.1 Non-Discriminatory Procedures
13.30.1 Conditions of Membership
13.40.1 Admission of Member
13.50.1 Membership Classes

GÉOMÈTRES PROFESSIONNELS DU CANADA BY-

LAW No. 1

A by-law relating to the administration of the affairs of the Corporation

The board of directors of Professional Surveyors Canada (Corporation) enacts as follows:

SECTION 1 - GENERAL

1.10 Definitions

1.11 In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

1. "Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

2. "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;

3. "Board" means the board of directors of the Corporation and "director" means a member of the board;

4. "By-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

5. “Constituency” means the group of members defined for the purpose of electing a director;

6. "Meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

7. “Membership year” means the membership year of the Corporation concludes on the 31st day of December in each year.

8. "Ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes case on that resolution;

9. “Professional association” means any of the following surveying licensing bodies:

    1. Association of Newfoundland Land Surveyors
    2. Association of Nova Scotia Land Surveyors
    3. Association of Prince Edward Island Land Surveyors
    4. Association of New Brunswick Land Surveyors
    5. Ordre des arpenteurs-géomètres du Québec
    6. Association of Ontario Land Surveyors
    7. Association of Manitoba Land Surveyors
    8. Saskatchewan Land Surveyors Association
    9. Alberta Land Surveyors Association
    10. Association of British Columbia Land Surveyors
    11. Association of Canada Lands Surveyors and
    12. other licensing and non-licensing bodies as may be approved by the board from time to time;

10. "Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

11. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

12. "Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.30 Interpretation

1.31 In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.

1.32 Other than as specified in section 1.31 of this by-law, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.40 Corporate Seal

1.41 The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

1.50 Execution of Documents

1.51 Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy thereof.

1.60 Financial Year

1.61 The fiscal year end of the Corporation shall be December 31.

1.70 Banking Arrangements

1.71 The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint, or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct, or authorize.

1.80 Borrowing Powers

1.81 Provided that the total value of the following obligations does not exceed $50,000, the directors of the Corporation may, without authorization of the members,

1. borrow money on the credit of the corporation;
2. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
3. give a guarantee on behalf; and
4. mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

1.90 Annual Financial Statements

1.91 The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available electronically and at the

registered office of the Corporation and any member may, on request, obtain a written copy free of charge at the registered office or by prepaid mail.

SECTION 2 – MEMBERSHIP/MEETINGS/VOTING – MATTERS REQUIRING SPECIAL RESOLUTION

2.10 Membership Conditions

2.11 Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

2.11.1 Class A Members

1. Class A voting membership shall be available to persons who have applied and have been accepted for Class A voting membership in the Corporation.
2. The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
3. As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

2.11.2 Class B Members

1. Class B non-voting membership shall be available to persons who have applied and have been accepted for Class B non-voting membership in the Corporation.
2. The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
3. Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

2.12 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.20 Membership Transferability

2.21 Membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

2.30 Notice of Meeting of Members

2.31 Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

1. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
2. by telephone, electronic, or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

2.32 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

2.40 Absentee Voting at Meeting of Members

2.41 Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

1. enables the votes to be gathered in a manner that permits their subsequent verification; and
2. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

2.42 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

SECTION 2 – MEMBERSHIP/MEETINGS/VOTING – MATTERS REQUIRING ORDINARY RESOLUTION

2.50 Members Calling a Meeting

2.51 The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the

voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

2.60 Proposals Nominating Directors at Annual Members' Meetings

2.61 Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5 members entitled to vote at the meeting at which the proposal is to be presented.

2.70 Place of Members' Meeting

2.71 Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

SECTION 3 – MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.10 Membership Dues

3.11 Members, or their authorized representative, shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within 6 (six) calendar months of the membership renewal date, the membership of such persons in default shall be suspended until such time as the dues are paid or the board determines that the membership of such persons in default shall terminate.

3.20 Termination of Membership and Its Effect

3.21 A membership in the Corporation is terminated when:

1. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
2. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
3. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
4. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
5. the member's term of membership expires; or
6. the Corporation is liquidated or dissolved under the Act.

3.22 Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

3.30 Discipline of Members

3.31 The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

1. violating any provision of the articles, by-laws, or written policies of the Corporation;
2. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
3. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

3.32 In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 4 – MEETINGS OF MEMBERS

4.10 Persons Entitled to be Present at Members' Meetings

4.11 The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the board or by resolution of the board or members.

4.20 Chair of Members' Meetings

4.21 In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their numbers to chair the meeting.

4.30 Quorum at Members' Meetings

4.31 A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 35 members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.40 Votes to Govern at Members' Meetings

4.41 At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In the case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the motion is lost.

4.50 Participation by Electronic Means at Members' Meetings

4.51 If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

4.60 Members' Meeting Held Entirely by Electronic Means

4.61 If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

SECTION 5 – DIRECTORS

5.10 Number of Directors

5.11 The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by resolution of the board.

5.20 Term of Office of Directors

5.21 The directors shall be elected or appointed to hold office for a term of two years minimum and expiring not later than 5 years following the election of each director unless the director is holding an executive position.

5.30 Appointment and Election of Directors

5.31 Directors shall be members of PSC and will be appointed by the board. Only newly nominated directors shall be on ballot to be elected by the members at the AGM, current board members will not be put up for re-election. Although it is understood that regional representation is ideal, this is not a mandatory requirement for the make-up of the board.

SECTION 6 - MEETINGS OF BOARD OF DIRECTORS

6.10 Calling of Meeting of Board of Directors

6.11 Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time.

6.20 Notice of Meeting of Board of Directors

6.21 Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.30 Regular Meetings of the Board of Directors

6.31 The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.40 Votes to Govern at Meetings of the Board of Directors

6.41 At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.50 Committees of the Board of Directors

6.51 The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

SECTION 7 – OFFICERS

7.10 Appointment of Officers

7.11 The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation.

7.20 Description of Offices

7.21 Unless otherwise specified by the board (which may, subject to the Act modify, restrict, or supplement such duties and powers), the offices of the Corporation, shall have the following duties and powers associated with their positions:

1. Chair of the Board – The chair of the board shall be a director. The chair of the board shall, when present, preside at all meetings of the board of directors and of the members. The position of Chair shall be held for a two-year term except when this

cannot be observed due to any number of legitimate reasons. The chair shall have such other duties and powers as the board may specify.

2. Vice-Chair of the Board – The vice-chair of the board shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board shall, when present, preside at all meetings of the board of directors and of the members. The position of vice-chair shall be held for a two-year term except when this cannot be observed due to any number of legitimate reasons. The vice-chair upon completion of their two-year term shall move into the position of Chair of the Board. The vice-chair shall have such other duties and powers as the board may specify.

3. Treasurer – The treasurer shall have such powers and duties as the board may specify including but not limited to; financial management and oversight of PSC's finances including special funds. The treasurer will be responsible for facilitating the preparation of the annual budget and the financial reports and keeping the Board informed of any key financial events regarding the fiscal health of the organization.

4. Past-Chair – The past-chair shall remain on the board for a year following their stepping down from the chair position to help maintain continuity. The past- chair shall have the same duties and responsibilities as all board members.

7.22 The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or chair requires of them. The board may from time to time and subject to the Act, vary, add to, or limit the powers and duties of any officer.

7.30 Vacancy in Office

7.31 In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation with a 2/3 vote of the board. Unless so removed, an officer shall hold office until the earlier of:

1. the officer's term coming to an end
2. the officer's successor being appointed,
3. the officer's resignation,
4. such officer ceasing to be a director
5. such officer's death.

7.32 If the office of any officer of the Corporation shall be or become vacant, the

directors may, by resolution, appoint a person to fill such vacancy.

SECTION 8 – NOTICES

8.10 Method of Giving Any Notice

8.1 Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by- laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

1. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director;
2. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
3. if sent to such person by telephonic, electronic, or other communication facility at such person's recorded address for that purpose; or
4. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to 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 so 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, director, officer, public accountant, or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation on any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.20 Invalidity of any Provisions of this By-law

8.21 The invalidity or unenforceability of any provision of this by-law shall not affect the validity

or enforceability of the remaining provisions of this by-law.

8.30 Omissions and Errors

8.31 The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 9 - DISPUTE RESOLUTION

9.10 Mediation and Arbitration

9.11 Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

9.20 Dispute Resolution Mechanism

9.21 In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by- laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

1. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

2. The number of mediators may be reduced from three to one or two upon agreement of the parties.

3. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single

arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

9.22 All costs of the mediators shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed shall be borne by such parties as may be determined by the arbitrators.

SECTION 10 – EFFECTIVE DATE

10.10 By-laws and Effective Date

10.11 Subject to the articles, the board of directors may, by resolution, make, amend, or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by- law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected, or amended by the members by ordinary resolution. If the by-law, amendment, or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting. This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

SECTION 11 – INDEMNIFICATION

11.11 Subject to section 151 of the Act, the Corporation shall indemnify a present or former director or officer of the corporation, or another individual who acts or acted at the corporation's request as a director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the corporation or other entity.

SECTION 12 – FORMATION OF CHAPTERS

12.10.1 Granting of Chapter Status

The Association may grant charters to groups of Members, called Chapters.

12.20.1 Application of Charter

Upon written application to the Association by a group of Members, the Board may, by an affirmative vote of not less than two-thirds (2/3) of the Directors, grant a charter to establish a Chapter with powers to carry out programs consistent with the purpose and goals of the Association provided that the new Chapter shall be comprised of a minimum of ten (10) Members in good standing.

12.30.1 Guidelines

The Board shall establish, by resolution, guidelines for reviewing applications for charters to establish Chapters and for the issuance and revocation of such charters.

12.40.1 Revocation of Charter

The Board may, by an affirmative vote of not less than two-thirds (2/3) of the Directors present at a duly constituted meeting, revoke a Chapter's charter on the grounds that the Chapter:

12.01.1 No longer meets the requirements for affiliation;
12.01.2 No longer represents the interests of its members; or
12.01.3 Is in material breach of its obligations to the Association

Notwithstanding the foregoing, the Board shall not revoke a Chapter's charter without affording such Chapter the opportunity for a full and fair hearing.

12.50.1 Disaffiliation

A Chapter may, if its board of directors so determines and certifies to the Board (of the Association), disaffiliate itself from the Association, upon sixty (60) days' written notice to the Association of its intention to do so. Upon surrender of its charter to the Association, the Chapter's disaffiliation shall be deemed complete and the Members belonging to the disaffiliated Chapter shall have the option to be annexed to (an) other Chapter(s) or assigned to a new Chapter.

12.60.1 Association's Property

In the event that a Chapter disaffiliates from the Association pursuant to Paragraph 2.06 of this Bylaw, all rights, title and interest of such Chapter in and to the property and assets of the Association shall revert to the Association.

SECTION 13 – CHAPTER MEMBERSHIP

13.10.1 Potential Applicants

Any individual, firm or corporation may be admitted as a Member by submitting a written application (in the form prescribed by the Board from time to time) to the Chapter operating in the geographic area in which the head office or principal place of business of the applicant is located, provided that the applicant satisfies the Association's admission requirements as set out in paragraph 3.03 of this Bylaw or otherwise established by the Board or a Chapter from time to time.

13.20.1 Non-Discriminatory Procedures

A Chapter shall review each membership application in accordance with non-discriminatory policies established by the Chapter and the Association from time to time.

13.30 Conditions of Membership

In addition to any other admission requirements which the Board or a Chapter may establish from time to time, an applicant must satisfy the following requirements to qualify for admission as a member:

13.30.1 The applicant must satisfy the description of one (1) of the classes set out Paragraph 3.05 of this Bylaw;

13.30.2 Save and except for retirees and foreign applicants, the applicant must have a license to practice land surveying in the geographic area of a Chapter, unless the Board agrees otherwise;

13.30.3 The applicant must conduct his business in a manner which leads to the satisfactory resolution of all significant and meritorious consumer complaints made to the Association or any private agency or governmental body;

13.30.4 Neither the applicant nor any of its principals shall have been convicted of a criminal offence during the three (3) year period preceding the date of the membership application;

13.30.5 During the five (5) year period preceding the date of membership application, neither the applicant nor any of its principals shall have used the Association 's logo, name or property in a manner that can reasonably be expected to injure the reputation or good standing of the Association or otherwise adversely affect the Association; and

13.30.6 The applicant shall have tendered, with the application for membership, the prescribed amount in payment of membership dues.

13.30.7 The Member agrees to save, indemnify and hold harmless Association, their officers, directors, employees and agents from any and all liabilities, costs, damages and expenses which they may incur arising out of any claim resulting from or arising out of the membership of the Member and/or the business operations of the Member and/or the business operations of the member.

13.40.1 Admission of Member

The president of a Chapter shall notify the Executive Committee, in writing, of the name and address of an applicant whose application for admission as a Member has been approved by the Chapter. Upon receipt of such notification and the prescribed amount of membership dues, the Executive Committee shall ratify the admission of the applicant as a Member if it is satisfied that the applicant has satisfied all of the requirements for admission as a Member set out in this Bylaw or otherwise established by the Board or a Chapter from time to time.

13.50.1 Membership Classes

Membership in the Association shall be comprised of the following classes of Members as stipulated below:

Charter Member
Standard Member
Fellow
Associate Member
Articling Member
Retired Member
Student Member
Board Member
Corporate Member
Affiliate Member
Affinity Partner
Academic Member
Government Member