

Form 3
Society Act

Constitution

1. The name of the Society is Association of the Chemical Profession of British Columbia (the "Society").
2. The purposes of the Society are:
 - (a) To provide information on topics related to chemistry in society within all sectors of the public and promote a greater understanding of the role of chemistry in the economic, social and environmental well-being of the people of British Columbia;
 - (b) To administer and regulate a professional designation for the Chemical profession in British Columbia;
 - (c) To promote the recognition of members of the Society as qualified professionals in statute and regulation in British Columbia to ensure that opportunities accorded to other professions are available to members working within the province;
 - (d) To promote and increase the knowledge, skill, and proficiency of its members in other activities relating to chemical sciences and ensure high standards of competence, integrity and ethics within the chemical profession in British Columbia;
 - (e) To improve the standards of excellence in research, investigation, education, and public understanding as they pertain to the chemistry profession and encourage students to pursue their interest in chemistry as a career;
 - (f) To liaise and cooperate with the Chemical Society of Canada, the Chemical Institute of Canada and other provincial associations of the Chemical profession in Canada on all matters and activities of mutual interest;
 - (g) To develop further an appreciation of the chemical profession and the scope of practice of the professional chemist among other professions, industry, government and the public of the province;
 - (h) To carry out other activities that the Society reasonably considers will further its goals and objectives.

Original: April 30, 2007

Bylaws

Here are set out in numbered clauses the bylaws providing for the matters referred to in 6(1) of the Society Act and any other bylaws

BY-LAWS

By-Laws relating generally to the

Transaction of the business and affairs of the

ASSOCIATION OF THE CHEMICAL PROFESSION OF BRITISH COLUMBIA

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SECTION ONE - INTERPRETATION

1.01 **Definitions** - In the By-Laws of the Association, unless the context otherwise requires:

"Association" means the Association of the Chemical Profession of British Columbia

"Board" means the board of directors of the Association;

"By-Laws" mean these by-laws and all other by-laws of the Association from time to time in force and effect;

"Director" means a member of the Board;

"Member" means a member of the Association as defined in the Bylaws;

"Registered Member" means a member who is a Professional Chemist, a Chemist in Training, a Professional Technologist in Chemistry, or a Registered Technologist in Chemistry;

"Voting Member" means a registered member, a retired professional member, an associate member or a student member, or any other category of membership that is entitled to vote at an annual or special meeting of the Association;

Words importing the singular number include the plural and vice versa; and words importing gender include masculine, feminine and neuter genders.

1.02 **Headings** - The headings and indices used in the By-Laws are provided for convenience of reference only and do not affect the interpretation of the By-Laws or any part thereof.

SECTION TWO - BOARD OF DIRECTORS

2.01 Membership on the Board - A maximum of eleven (11) directors shall be elected by voting members in good standing to sit on the Board as specified in Section Four. The Board shall consist of those directors elected by voting members in good standing.

2.02 Powers of the Board - The Board shall, subject to the By-Laws, manage and conduct the business and affairs of the Association and exercise the rights, powers and privileges of the Association in the name and on behalf of the Association.

2.03 Calling of Meetings - The secretary shall upon the request of the president or any two (2) directors call a meeting of the Board as often as required, but at least once every four (4) months.

2.04 Notice of meetings - Notice of the time and place of Board meetings shall be given by electronic mail, facsimile communication or telephone to each director not less than seventy two (72) hours before the time of the meeting. A notice of the meeting of the Board need not specify the purpose or the business to be transacted at the meeting, except where as required specifically by these Bylaws. A director may in any manner waive notice of a meeting of the Board or otherwise consent thereto.

2.05 Meetings by Telephone - A director may participate in a Board meeting or a meeting of a committee of directors by means of such telephone, teleconference or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

2.06 Chair - The chair of any meeting of the Board shall be the president and in the president's absence the president-elect. If neither is present, the directors shall choose one of their number to be chair.

2.07 Quorum -A majority of the number of directors then elected by the voting members or such greater or lesser number of directors as the Board may from time to time determine shall constitute a quorum for all meetings of the Board.

2.08 Votes to Govern - At all meetings of the Board every question shall be decided by a majority of votes cast on the question. In the case of an equality of votes, the chair of the meeting shall not be entitled to a second and deciding vote.

2.09 Resolution in Writing - A resolution in writing signed in counter-part or in one instrument by all the directors entitled to vote at a meeting of the Board is as valid as if it had been passed at a meeting of the Board.

SECTION THREE - COMMITTEES

3.01 Committees of the Board - The Board shall appoint the following committees by the procedures provided in the bylaws and the committees so constituted shall have the powers and duties set forth in the By-Laws:

- (a) Nominating Committee;
- (b) Discipline Committee; and
- (c) Membership and Registration Committee.
- (d) Professional Affairs Committee

3.02 Committee of Directors - The Board may appoint a committee of directors, however designated, and delegate to such committee any of the powers of the Board, except those which are specifically delegated to the committees in 3.01, or are by law ones that a committee of directors has no authority to exercise. Subject to the provisions of Section 2.05, the powers of a committee of directors may be exercised by a meeting at which a quorum is present or by a resolution in writing signed in counterpart or in one instrument by all the members on that committee who would have been entitled to vote on that resolution at a meeting of the committee.

3.03 Nominating Committee - A nominating committee consisting of no fewer than three (3) members in good standing shall be appointed by the Board no later than five (5) months before the annual meeting to serve for the ensuing year. The nominating committee shall follow the procedure in Section 6.01 and shall nominate at least one nominee for each position of director and officer position. Failure of the committee to nominate the requisite number of directors shall not invalidate the election of any directors otherwise duly elected in accordance with Section Six. Vacancies on the committee occurring during the year shall be filled by the Board.

3.04 Discipline Committee - A discipline committee consisting of five members in good standing shall be appointed, at the first meeting of the Board following the Annual General Meeting of the Society in each year, to serve until the conclusion of the next Annual General Meeting of the Society. Members of the committee will be eligible for reappointment. The Discipline Committee shall adjudicate allegations of unskilled practice or unprofessional conduct against professional members of ACPBC, and thereby maintain levels of competence and ethics in the practice of the chemical profession.

3.05 Membership and Registration Committee - A membership and registration committee consisting of five members in good standing shall be appointed, at the first meeting of the Board following the Annual General Meeting of the Society in each year, to serve until the conclusion of the next Annual General Meeting of

the Society. Members of the committee will be eligible for reappointment. The Membership and Registration Committee shall review applications for membership according to the classes of membership and their associated criteria specified in section 13 of these By-Laws.

3.06 Professional Affairs Committee - A Professional Affairs Committee consisting of five members in good standing shall be appointed, at the first meeting of the Board following the Annual General Meeting of the Society in each year, to serve until the conclusion of the next Annual General Meeting of the Society. Members of the committee will be eligible for reappointment.

3.07 Advisory Committees - The Board may from time to time appoint such other committees as it may deem advisable, but the functions of any such other committees shall be advisory only.

3.08 Procedure - Unless otherwise determined by the Board, By-Laws, each committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to regulate its procedures.

SECTION FOUR – DIRECTORS

4.01 Qualification - No person shall be eligible to be or shall be director of the Association unless that person has membership in good standing as specified in 4.03 below.

4.02 Election Procedure - The election of directors shall be in accordance with the procedure set out in Section Six.

4.03 First Election - Eleven directors (11) shall be elected in the first election following the adoption of these By-Laws and shall sit on the Board of Directors. Those directors then in office shall retire at the close of the annual meeting at which the election results are announced. One director shall be an Associate member in good standing, one director a student member in good standing. Each of these directors shall be elected for two year terms. The remaining nine directors shall be members of the Association in good standing. Three (3) of these directors who receive the highest number of votes shall be elected for a term of three (3) years and shall hold office until the close of the third (3rd) annual meeting following their election. The three (3) directors who receive the next highest number of votes shall be elected for a term of two (2) years and shall hold office until the close of the second (2nd) annual meeting following their election. The three (3) directors who receive the lowest number of votes shall be elected for a term of one (1) year and shall hold office until the close of the first (1st) annual meeting following their election.

4.04 Subsequent Elections - The Board shall consist of eleven directors: at least nine directors shall be registered members or retired professional members in good standing. After the first election following the adoption of these By-Laws,

the directors shall be elected and retire in rotation. The number of directors to be elected every year shall be at least three, unless the Board otherwise determines. The Board may appoint additional non-voting directors as representatives of non-registered members or of other groups whose membership and mandate involves chemists in British Columbia.

4.05 Term - The newly elected directors shall take office immediately following the close of the annual meeting at which the election results are announced and, except as stated in Section 4.03, shall hold office until the close of the third (3rd) annual meeting following their election. Directors, if qualified, shall be eligible for re-election.

4.06 Removal - The voting members in good standing of the Association may remove any director elected by the Association by a special resolution requiring seventy-five percent approval at a meeting of members of the Association for any cause which the Association deems reasonable.

4.07 Vacation of Office - A director elected by the Association ceases to hold office when he or she dies, is removed from office, ceases to be qualified for office, or submits a written resignation to the secretary, or if a time is specified in such resignation, at the time so specified.

4.08 Vacancy - Any vacancy created by removal of a director at a meeting of the members of the Association may be filled at that same meeting. Any vacancy not so filled or one created by ineligibility, resignation, death, suspension, expulsion, or other reason accepted by the Board shall be filled through appointment by the Board of a replacement, who shall fill such vacancy for the unexpired term of the director who has ceased to be a director and thus created a vacancy.

4.09 Term Limit of Director - No director shall serve for a continuous period longer than six years.

SECTION FIVE - OFFICERS OF THE ASSOCIATION

5.01 Qualification - No person shall be eligible to be or shall be an officer or an assistant to an officer of the Association unless that person is a member in good standing of the Association.

5.02 Officers of the Association – The officers of the Association shall be the President, President-elect, Past-president, Secretary, and Treasurer, though one individual may hold the offices of Secretary and Treasurer jointly as Secretary-Treasurer.

5.03 Election of the Officers - Nominations will be received by the nominating committee for the officer positions as described in 5.02, according to the procedures in Section Six and election of the officers shall be verified at the AGM. Upon their election the officers will hold office as directors.

5.04 Terms of Office - Officers shall be elected for a term of one (1) year and shall hold office until the close of the next annual meeting of the Association or their earlier resignation or removal by the Board. The president-elect, president, and past-president shall be Directors and members of the Board of Directors during their term in office.

5.05 Other Officers – The Board may appoint an Association Registrar and such other officers as the Board may from time to time deem advisable. These officers shall hold office for a term specified by the Board or until their earlier resignation or removal by the Board. The Association Registrar and such other officers as are appointed by the Board may but need not be directors.

5.06 Powers of Officers - Subject to those powers and authority which by law may only be exercised by the Directors, the officers may exercise respectively such powers and authority and shall perform such duties, in addition to those specified in the By-Laws as may from time to time be specified by the Board.

5.07 Absence - Where an officer is absent and there is either no assistant available or one has not yet been appointed, the Board may in its discretion delegate for the time being the powers and duties of that officer, excepting those that the officer has by virtue of also being a director, to any other officer or director. In no case will the delegate be able to exercise the officer's right to vote on any committee to which the officer has been appointed.

5.08 Assistants - The Board may appoint one or more assistants to any of the officers. Any of the powers and duties of an officer to whom an assistant has been appointed, excepting those that the officer has by virtue of also being a director, may be exercised by that assistant, unless the Board or president directs otherwise. In no case will the assistant be able to exercise the officer's right to vote on any committee to which the officer has been appointed.

5.09 President - The president shall be the chief operating officer of the Association and, subject to the authority of the Board, shall have general supervision of the business and affairs of the Association; and shall have such other powers and duties as the Board may specify. The president shall preside at all meetings of the members and of the Board. The president is expected to serve as past-president in the following year.

5.10 President-elect - The president-elect may exercise such powers and authority and shall perform such duties as may be specified by the Board. The president-elect is expected to serve as president in the following year. The president-elect shall also be responsible for making the Board aware of any provision in the Societies Act, other statute or Regulation or in the By-Laws which could affect any resolution or decision being considered by the Board. During the absence of the president or the inability or failure of the president to act, the president-elect shall also have the powers and duties of the office of president.

5.11 Past-president: The past-president may exercise such powers and authority and shall perform such duties as may be specified by the Board. The past-president is also a member of the nominating committee (section six). During the absence of the president and the president-elect or during the inability or failure of the president and the president-elect to act, the past-president shall also have the powers and duties of the office of president.

5.12 Secretary - The secretary shall do the following: attend and be the secretary of all meetings of the Board and meetings of the members and enter or cause to be entered in records kept for that purpose minutes of all such proceedings; collect or receive or cause to be collected or received the annual dues or assessments levied by the Association and promptly turn such monies over to the treasurer for deposit; give or cause to be given, as and when instructed, all notices to members, directors, officers, auditors and members of committees; and register or file or cause to be registered or filed all reports, certificates and documents required by law to be registered or filed. The secretary shall be the custodian of the stamp or mechanical device, if any, generally used for affixing the seal of the Association and, except when some other officer or agent has been appointed for that purpose, the custodian of all books, papers, records, documents and instruments belonging to the Association. The secretary shall have such other powers and duties as the Board or President may specify.

5.13 Treasurer - The treasurer shall keep or cause to be kept proper accounting records and shall be responsible for the deposit of money, the safe keeping of other valuable effects and the disbursement of the funds of the Association. The treasurer shall render or cause to be rendered to the Board or president whenever required an account of all his transactions as treasurer and of the financial position of the Association. The treasurer shall have such other powers and duties as the Board or the president may specify.

5.14 Association Registrar - The Association Registrar shall have the duties set out in the By-Laws and such other duties as may be delegated by the Board.

5.15 Variation of Powers and Duties - The Board may from time to time vary, add to, or limit the powers and duties of any officer.

5.16 Removal and Discharge - The Board may remove any officer elected under Section 5.02, with cause, at any time. The Board may remove the Association Registrar or any other officer appointed under Section 5.05, with or without cause, at any time.

5.17 Vacation of Office - An officer ceases to hold office when he or she dies, is removed from office, ceases to be qualified for office, or submits a written resignation to the secretary, or if a time is specified in such resignation, at the time so specified.

5.18 Vacancy - The Board shall elect a replacement from among their number to fill any vacancy in the office of president, president-elect, secretary or treasurer. The replacement shall fill such vacancy until the close of the next annual meeting of the Association. The Board shall fill vacancies in other offices by appointment.

5.19 Agents, Lawyers and Employees - The Board shall have power from time to time to appoint agents, lawyers or employees for the Association in or outside British Columbia with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

SECTION SIX - ELECTION OF DIRECTORS AND OFFICERS

6.01 Nominations - The chair of the nominating committee shall provide to the secretary a list of nominees, together with the written consent of each nominee to stand for election as a director and or officer at least two (2) months prior to the date set for the annual meeting. Not less than fifty-five (55) days prior to the annual meeting, the secretary of the Association shall send by electronic mail, facsimile communication or post to each voting member in good standing a list of the nominations made by the nominating committee. Additional nominations may be received by the secretary up to twenty-five (25) days before the date set for the Annual meeting, as long as the nominee consents in writing to the nomination, the nominee has membership in the required category and in good standing and the nomination is signed by at least three (3) other voting members in good standing.

When one and only one member in good standing has been nominated and put forward by the close of the nomination process for an officer position that office will be deemed to have been filled by acclamation, and the election of that person will be noted on the ballot.

All Members, Associate Members and Student Members in good standing shall be eligible as voting members.

6.02 Nominating Committee - In preparing the list of nominees for the director and officer positions the nominating committee shall make every attempt to ensure that factors of regional representation and representation from academic, industrial and government sectors are achieved.

6.03 Ballot - All elections of directors and officers shall be conducted by letter ballot or other secure electronic means. The names of all persons nominated as directors and officers shall be placed on the ballot form. The number to be elected and method of marking the ballots shall be made clear on the ballot forms. Ballot forms shall be distributed by the secretary at least twenty (20) days prior to the annual meeting to the voting members in good standing whose names are recorded in the registers of voting members two (2) days prior to the day on which ballots are distributed.

6.04 Voting - Each voting member in good standing is entitled to vote for as many candidates as there are vacancies to be filled or for a lesser number. Ballots shall be returned to the secretary of the Association not later than five (5) o'clock in the afternoon on the day immediately before the date set for the annual meeting or at some other date that the Board may specify. Any ballots received after this time will not be considered.

6.05 Returning Officers and Scrutineers - The secretary may appoint voting members in good standing as returning officers to assist in the counting of

ballots. Each candidate shall be entitled to have a scrutineer present while the ballots are being counted.

6.06 Counting of Ballots - The secretary and the secretary's delegate shall upon the closing of the poll count and record the votes cast for each nominee. The candidates receiving the highest number of votes will be declared elected. In the event of an equality of votes, the chair at the annual meeting shall have a second or casting vote.

6.07 Election Announcement - The chair shall announce the results of the election at the annual meeting and, where necessary to determine the elected candidate, exercise a second or casting vote.

6.08 Calling for a Recount - Any objection to the election results as announced by the chair will be valid only if made immediately after the announcement and a proper motion for recount will then be in order. If such a motion is made and carried a recount shall be undertaken immediately.

6.09 Recount - The chair shall appoint a ballot counting committee of not less than three (3) voting members in good standing who shall forthwith recount all the ballots. Candidates may be present or represented at the recount. On completion of the recount, the results shall be communicated to the chair in writing who shall immediately announce them to the annual meeting.

6.10 Destroying the Ballots - Following the announcement of the results of the recount or where no motion for a recount has been made and carried, the ballots and any tally sheets shall be destroyed.

SECTION SEVEN - INDEMNIFICATION

7.01 Indemnity - Subject to the provisions of the *Society Act*, except in respect of an action by or on behalf of the Association to procure a judgment in its favour, the Association shall indemnify a director, officer or member of a committee appointed under Section 3.01, or a former director, officer or member of a committee appointed under Section 3.01, or a person who acts or acted at the Association's request as a director, officer or member of a committee appointed under Section 3.01, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director, officer or member of a committee appointed under Section 3.01 of the Association, if

- (a) he or she acted honestly and in good faith with a view to the best interests of the Association; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

SECTION EIGHT - MEETINGS OF THE MEMBERS

8.01 Annual General Meetings - The Association shall hold an annual general meeting every year on or before September 30th of each year, or in the case of the first AGM no later than fifteen months following incorporation. The Board shall fix the location and the exact date of an annual general meeting at least three (3) months in advance of that meeting. The secretary shall call an annual general meeting by notice in writing, clearly stating the business intended to be conducted at that meeting, sent by electronic mail, facsimile communication or post at least thirty (30) days prior to the date of the meeting. The annual general meeting shall be held for the purpose of considering the auditor's report, announcing the election of directors, appointing an auditor, and for the transaction of such other business as may properly be brought before the meeting.

8.02 Special Meetings - Special meetings of the Association may be called at any time by the secretary on the instructions of either the president or the Board. A special meeting shall be called by the secretary upon receipt by the secretary of a petition signed by one-quarter (1/4) of the voting members in good standing, setting forth the reasons for calling such a meeting. A special meeting shall be called by written notice clearly stating the intended purpose of the meeting, sent by electronic mail, facsimile communication or post at least fifteen (15) days prior to the date of the meeting.

8.03 Simultaneous Meetings - An annual or special meeting may be held simultaneously in more than one location as determined by the Board, with each location linked by such telephone, teleconference or other communications facilities as permit all participants in each location to hear participants in every other location. Each person participating at each such location shall be deemed to be present at the meeting and may participate in voting by secure electronic means.

8.04 Notice - The auditor shall be entitled to notice of the annual meeting. Voting members in good standing whose names are recorded in the registers of voting members two (2) days prior to the day on which notices are mailed shall be entitled to notice of an annual or special meeting. Notice shall be sent to the last known address of those members. Failure of a voting member in good standing to receive notice shall not invalidate the proceedings or resolutions passed at the meeting.

8.05 Persons Entitled to be Present - The only persons entitled to be present at an annual or special meeting shall be those entitled to vote thereat, the directors, officers and auditors and others who, although not entitled to vote are entitled or required under any provision of the By-Laws to be present at the meeting. Any other person may be admitted only on the invitation of the Board or president or consent of the meeting.

8.06 Persons Entitled to Vote - Every voting member in good standing shall have the right to one vote on each question at any annual or special meeting; either in person or by proxy.

8.07 Proxies - Every voting member in good standing may appoint a proxy holder, who must also be a voting member in good standing, to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the member or the member's lawyer. A proxy shall only be acted upon if it is received by the chair of the meeting or secretary prior to the time of voting.

8.08 Chair, Secretary and Scrutineers - The chair of an annual or special meeting shall be the president and in the president's absence the president-elect. If no such officer is present within thirty (30) minutes after the time fixed for the commencement of the meeting, the persons present and entitled to vote shall choose one of their number to be chair. If the secretary or the secretary's duly appointed assistant is absent, the chair shall appoint one of the members entitled to vote to be secretary of the meeting. If desired, one or more scrutineers, selected from among the members entitled to vote, may be appointed by resolution or by the chair with the consent of the meeting to count and report upon the results of the voting which is done by a show of hands or ballot.

8.09 Quorum - Ten (10) voting members in good standing or twenty-five (25) percent of the voting members in good standing whichever is less shall constitute a quorum at any annual or special meeting.

8.10 Votes to Govern - At every annual or special meeting every question shall, unless otherwise required by the By-Laws, be determined by the majority of votes cast on the question. In the case of an equality of votes either upon a show of hands or upon a ballot, the chair of the meeting shall not be entitled to a second or casting vote, subject to Section 6.07.

8.11 Show of Hands - Any question at an annual or special meeting, shall be decided by a show of hands, or a secure electronic equivalent in the case of simultaneous meetings, unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members voting upon the question.

8.12 Ballots - On any question proposed for consideration at an annual or special meeting, and whether or not a show of hands has been taken thereon, any member entitled to vote may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each voting member in good standing who is present shall be entitled to one vote and in addition any other votes he or she is authorized to vote by proxy. The results of the ballot so taken shall be the decision of the members voting upon the question.

8.13 Voting by Mail – The Board may direct that a vote by mail or other secure electronic means of all voting members in good standing be conducted on any matter or question that would otherwise be decided at an annual or special meeting, including approval of the By-Laws. The Board may from time to time establish such procedures as are necessary for governing the holding of any such vote by mail or other secure electronic means.

SECTION NINE - BUSINESS OF THE ASSOCIATION

9.01 Banking Arrangements - All monies received by or on behalf of the Association shall be deposited by the treasurer in whatever Chartered Bank, Credit Union, Treasury Branch or Trust Company the Board may order.

9.02 Borrowing – The Association may in any manner it sees fit borrow, raise or secure the payment of money for the proper operation of the Association, provided that such borrowing shall be approved by the voting members in good standing of the Association.

9.03 Execution of Instruments - Unless otherwise determined by the Board or the By-Laws, all instruments of the Association may be signed and delivered on behalf of the Association by any person holding the office of president, president-elect, secretary or treasurer. The Board may from time to time direct the manner in which and person or persons by whom any particular instrument or class of instruments may or shall be signed and delivered. Any person authorized to sign may affix the seal, if any, to any instrument requiring the same.

9.04 Execution of Cheques - The Board shall appoint three persons to sign all financial transactions of the Association, and the signature of any two of these persons shall be required on all cheques and other instruments disbursing funds.

9.05 Seal - The Board may adopt a seal for use by the Association. The stamp or mechanical device generally used for affixing the seal shall remain in the custody of the secretary and be used in manner specified by Section 9.03.

9.06 Fiscal Year - The fiscal year of the Association shall terminate on the 31st day of December in each year or on such other date as the directors may from time to time by resolution determine.

9.07 Remuneration - No member, director or officer of the Association shall receive any remuneration unless they are also employees of the Association. Nevertheless, each director, officer or member of a committee appointed under Section 3.01 may be reimbursed for out-of-pocket expenses incurred by him or her in carrying out his or her duties on behalf of the Association to the extent that such expenses have been approved by the Board.

9.08 Dissolution - The Association may be dissolved and wound up by ordinary resolution at an AGM.

SECTION TEN - AUDITING

10.01 Application - This Section applies only where the Association is required or has resolved to have an Auditor.

10.02 Auditors - The auditor appointed shall be either a duly qualified accountant or two voting members in good standing of the Association. At each annual meeting, the members entitled to vote thereat will appoint an auditor of the Association who will retire at the close of the following annual meeting, but if qualified will be eligible for re-appointment. Any vacancy occurring during the term of the auditor will be filled by the Board.

10.03 Auditing - The books, accounts and records of the secretary and treasurer shall be audited once each year. A complete and proper statement of the standings of the books for the previous year shall be submitted by the auditor at the annual meeting.

SECTION ELEVEN - AMENDMENT OF THE BY-LAWS

11.01 Amendments - All proposed additions to, amendments to, or rescissions of the By-Laws must be approved by the Board before any further action is taken. Additions to, amendments to, or rescissions of the By-Laws are not effective until they are approved by a special resolution of the voting members in good standing of the Association.

SECTION TWELVE - NOTICE

12.01 Notice - Unless another method for notice has been set out in the By-Laws, any notice to be given pursuant to the By-Laws, or otherwise to a member, director, officer, auditor or member of a committee shall be sufficiently given if it is given to the person to whom it is intended by electronic mail, facsimile communication or telephone or if it is delivered personally to that person, delivered to that person's recorded address or mailed to that person's recorded address by prepaid ordinary post or airmail.

12.02 Deemed Notice - Any notice that is given by electronic mail or facsimile communication shall be deemed to have been given when it is sent; any notice that is given by telephone shall be deemed to have been given when it is communicated; any notice that is delivered shall be deemed to have been given when it is delivered personally or to the recorded address; any notice mailed shall be deemed to have been given when it is deposited at the post office or public letter box.

12.03 Waiver of Notice - Any member, director, officer, auditor or member of a committee may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him or her under the By-Laws or otherwise. Such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any defect in the notice.

SECTION THIRTEEN - MEMBERSHIP AND ITS RIGHTS AND OBLIGATIONS

13.01 Categories of Membership - The category of Member of the Association is reserved for those persons otherwise in good standing who by reason of their education and experience are deemed by the Membership and Registration committee to be eligible for registration as a Professional Chemist, a professional Chemist in Training, a Professional Technologist in Chemistry, or a Registered Technologist in Chemistry. Registered members are subject to the further rights and obligations specified by these By-Laws.

13.02 Professional Chemist - Upon registration as a Professional Chemist in British Columbia, a member shall have the right to the title Professional Chemist, P.Chem..

13.03 Chemist in Training - Upon registration as a professional Chemist in Training in British Columbia, a member shall have the right to the title Chemist in Training, C.I.T..

13.04 Professional Technologist in Chemistry - Upon registration as a Professional Technologist in Chemistry in British Columbia, a member shall have the right to the title Professional Technologist Chemistry, P.T.Chem.

13.05 Registered Technologist in Chemistry - Upon registration as a Registered Technologist in Chemistry in British Columbia, a member shall have the right to the title Registered Technologist Chemistry, R.T.Chem.

13.06 Criteria for Categories of Membership - The Board on recommendation of the Membership and Registration committee and in consultation with the membership shall establish criteria for the classes of membership of the association;

(a) For registration as Professional Chemist and Chemist in Training such criteria shall include as a minimum a four-year undergraduate chemistry degree (B.Sc. level), normally consisting of at least eight courses of two-term duration each (lectures plus associated laboratory work). Additionally, the criteria shall include a period of post graduate work in a chemistry-related field, for a company, academic institution (including post-graduate study beyond the B.Sc), non-governmental organization, government body, or other organization. The criteria for registration as a Professional Chemist shall require a minimum period of four years of post-graduate work experience. The criteria for registration as a Chemist in Training shall require commencement of post-graduate work experience at the time of application.

(b) For registration as Professional Technologist in Chemistry and Registered Technologist in Chemistry, such criteria shall include as a minimum a two-year program in chemical technology accredited by the Canadian Technology Accreditation Board (CTAB) or equivalent.

Additionally, the criteria shall include a period of work in a chemistry-related field, for a company, academic institution, non-governmental organization, government body, or other organization. The criteria for registration as a Registered Technologist in Chemistry shall require a minimum period of two years of post-diploma work experience. The criteria for registration as Professional Technologist in Chemistry shall require a minimum period of seven years of post-diploma work experience, and shall additionally require documented demonstration of competency in chemistry.

13.07 Additional Categories of Membership - The following other categories of membership are initially established subject to criteria that may be established under section 13.06. These include;

(a) Honorary Member - upon nomination and recommendation by the Membership and Registration Committee and approval by the Board, persons who have made a distinguished contribution to the profession of Chemistry in British Columbia may be named as Honorary members subject to further criteria that may be established under Section 13.06. Honorary members may attend all meetings of the association to which members are permitted but do not have a vote in proceedings.

(b) Associate Members – normally includes graduates of recognized technology diploma or certificate programs and with experience as determined under Section 13.06.

(c) Student Members – includes students in a recognized post-graduate or undergraduate Chemistry program in the province of British Columbia. Student members are not deemed to be engaged in “work in chemistry-related field” for the purpose of applying for registration under section 13.06.

(d) Retired professional member - Any Professional Chemist member in good standing may elect to notify the Registrar in writing of their intention to withdraw from active practice and employment as a professional chemist and request membership in the Association as a “Professional Chemist , Retired”. Such members will normally not be regarded as registered members or as regulated members as identified in 13.10.

13.08 Other Categories - The Board may from time to time establish other categories of membership. When the Board establishes a category of membership, it shall also establish the rights and obligations of members in that category. Notwithstanding the foregoing, the Board has no power or authority to establish a category of membership and designate the members thereof to be registered members. The Association Registrar shall in accordance with the

instructions of the Board maintain a register for each such category of membership established by the Board.

13.09 Deemed equivalence: The Board may at its sole discretion deem that the scope and extent of an applicant's working experience in chemistry in conjunction with the applicant's educational background is equivalent to the requirements for registration of the applicant as Professional Chemist given in section 13.06a.

13.10 Regulated Members - Only those members who are registered members shall be subject to the regulatory regime set up to govern the standards of competency and standards of conduct of members engaged in the practice of chemistry.

13.11 Eligibility - Subject only to such regulations as may be established by the province of British Columbia, the Board shall for each category of membership set the requirements for both admission and renewal of membership. Subject to the Regulations, the Board shall have the final decision as to whether an applicant meets the requirements for admission or renewal of membership.

13.12 Membership Fees - The Board shall fix an annual membership fee for each category of membership and may vary its amount from time to time. The annual membership fee shall become due and owing annually on January 1. Persons applying to become members of a particular category of membership must submit the membership fee applicable to that category of membership or if the Board so decides a pro-rated portion thereof along with their application for admission to the Association. The fee submitted will be returned if admission to the Association as a member is denied.

13.13 Application Fee - The Board may in its discretion fix an application fee for each category of membership and vary its amount from time to time. Persons applying to become members of a particular category of membership must submit the application fee applicable to that category of membership, if there is one, along with their application for admission to the Association. The application fee will not be returned if the application for admission is denied.

13.14 Late Renewal Fee - The Board may in its discretion fix a late renewal fee for each category of membership and vary its amount from time to time. A member who does not pay his or her annual membership fee by the annual renewal date prescribed by the Board, shall pay in addition to the annual membership fee a late renewal fee, if the Board has set one.

13.15 Expiry of Membership - Membership in the Association expires every year on December 31, unless within sixty (60) days after the annual renewal date prescribed by the Board for the subsequent calendar year, the member renews his or her membership.

13.16 Annual Membership Card - The Association Registrar shall issue an annual membership card to each person upon admission as a member to the Association and annually to each member that renews his or her membership.

13.17 Member's Address - A member shall promptly notify the Association of a change of address.

13.18 Standards of Conduct and Competency - The Board may from time to time prescribe standards of conduct, including a code of ethics, and standards of competency for registered members of the Association. Registered members of the Association shall follow the standards of conduct and the standards of competency prescribed by the Board.

13.19 Member in Good Standing - Any member who has not withdrawn, been suspended or expelled or failed to pay his or her membership fee within sixty (60) days after the annual renewal date prescribed by the Board is a member in good standing. Only a member in good standing has any membership rights, privileges or powers. Only a member in good standing may use the protected title approved for that member according to sections 13.02 to 13.05 inclusive.

13.20 Suspension and Expulsion - Allegations of unskilled practice or unprofessional conduct against professional members of the Association shall be adjudicated by the Discipline Committee following procedures established by the Board, and may recommend to the Board sanctions against the member including suspension and/or expulsion. If a member is in default for the payment of annual fees or late renewal fees, if any, the Board may in its discretion at any time after the expiration of the sixty (60) day period following the annual renewal date prescribed by the Board serve by registered mail or personally a written notice on the member requiring payment of those fees within thirty (30) days following service of that notice. If the member fails to pay those fees within thirty (30) days following service of that notice, the Board may without further notice to the member direct the Association Registrar to cancel or suspend the membership of the member. The Board may, on the recommendation of the Discipline committee according to section 13.18, suspend or expel any member for breach of the standards of competency and conduct. Any member that is not a registered member of the Association may be expelled by the Board for any cause which the Board deems reasonable. No such member shall be expelled by the Board unless that member has been given an opportunity to make a statement to the Board.

13.21 Withdrawal - Subject to the Regulations, any member wishing to withdraw from membership may do so upon notice in writing to the Board through its secretary.

13.22 Inspection of Books and Records - The books and records of the Association may be inspected by any voting member in good standing of the Association at the annual meeting or at any time upon giving reasonable notice

and arranging a time satisfactory to the officer or officers having charge of the books or records that the member wishes to inspect.

13.23 Constitution and Bylaws for New members - On being admitted to membership, each Member is entitled and the Association shall give him, without charge, a copy of the Constitution and Bylaws of the Association.

Original: April 30, 2007

Revision: May 1, 2009 in accordance with the vote of the special resolution of the membership conducted in April 2009.

Revision: September 2, 2010 in accordance with the vote of the special resolutions conducted at the 3rd Annual General Meeting of the Association.

Revision: September 1, 2011 in accordance with the vote of the special resolutions conducted at the 4th Annual General Meeting of the Association.

Revision: August 30, 2012 in accordance with the vote of the special resolutions conducted at the 5th Annual General Meeting of the Association.

Revision: August 29, 2013 in accordance with the vote of the special resolutions conducted at the 5th Annual General Meeting of the Association.

Revision: August 4, 2015 in accordance with the vote of the special resolutions conducted July 13 to August 4, 2015