

**ARTICLE I**

**1. NAME**

- 1.1. The name of the Association is the, "The Canadian Association of Petroleum Land Administration" (hereinafter referred to as the "Association").
- 1.2. The Association may use the acronym, "CAPLA".

**ARTICLE II**

**2. MEMBERSHIP**

- 2.1. "Active Member" means a member in good standing who:
  - 2.1.1. is active in petroleum land administration as an employee, independent contractor, or anyone with an interest in petroleum land administration;
  - 2.1.2. complies with policies of the Association;
  - 2.1.3. has paid in full the annual fees for the Association; and
  - 2.1.4. is not under suspension nor been expelled from the Association.
- 2.2. "Retired Member" means a member in good standing who:
  - 2.2.1. was active in petroleum land administration as an employee, or independent contractor in activities associated with petroleum land administration matters for a minimum of five (5) years and is now retired and not currently active in petroleum land administration as an employee or independent contractor;
  - 2.2.2. was an active member of the Association for a minimum of five (5) years;
  - 2.2.3. complies with policies of the Association;
  - 2.2.4. has paid in full the annual fees for the Association; and
  - 2.2.5. is not under suspension nor been expelled from the Association.
- 2.3. "Student Member" means a member in good standing who:
  - 2.3.1. is enrolled in petroleum land administration related courses at a post-secondary institution; or
  - 2.3.2. whose application is approved by the EM, or designate, in this category;
  - 2.3.3. complies with policies of the Association;
  - 2.3.4. has paid in full the annual fees for the Association; and

- 2.3.5 is not under suspension nor been expelled from the Association.
- 2.4 "Government Member" means a member in good standing who:
  - 2.4.1 is employed by a government, government department, Crown corporation, Crown agency, board, tribunal, regulator, or organization providing government services; or
  - 2.4.2 whose application is approved by the EM, or designate, in this category;
  - 2.4.3 complies with policies of the Association;
  - 2.4.4 has paid in full the annual fees for the Association; and
  - 2.4.5 is not under suspension nor been expelled from the Association.
- 2.5 An "Honourary Lifetime Member" means an Active Member or Retired Member who has
  - 2.5.1 been an Active Member for a minimum of ten (10) years; and
  - 2.5.3 is named an Honourary Lifetime Member by the Board.
- 2.6 An Honourary Lifetime Member is entitled to all membership privileges as an Active Member, and is not required to pay annual membership fees.
- 2.7 Any combination of three (3) Active Members or Retired Members may nominate any member qualified by section 2.5.1 as an Honourary Lifetime Member.
- 2.8 Any Active Member, Retired Member, Student Member, Government Member, or Honourary Lifetime Member may withdraw from membership on a notice to the executive manager ("EM").
- 2.9 Any Active Member, Retired Member, Student Member, Government Member, or Honourary Lifetime Member may have membership suspended or revoked by the Board.
- 2.10 An Honourary Lifetime Member re-applying for membership after withdrawing or having membership revoked or cancelled for any reason may be reinstated as an Active Member, Government Member, or Retired Member in accordance with the provisions concerning those classes of membership and may be reinstated as an Honourary Lifetime Member only in compliance with Clause 2.5.
- 2.11 "Voting Member" means Active Members, Retired Members, and Honourary Lifetime Members.

### **ARTICLE III**

#### **3. ASSOCIATION FEES**

- 3.1. All Active Members, Retired Members, Student Members, and Government Members shall pay to the Association such fees in the amount and at the time as are approved by the Board.

### **ARTICLE IV**

#### **4. FISCAL YEAR**

- 4.1. The fiscal year of the Association shall commence on the 1st day of January.

## **ARTICLE V**

### **5. VOTING**

- 5.1. Voting Members in good standing are entitled to vote at all general and special meetings of the Association.
- 5.2. At any meeting, matters shall be decided on a show of hands unless Voting Member demands a poll. Except for special resolutions, all matters shall be decided by simple majority.
- 5.3. A poll, if demanded by Voting Member, shall be taken in whatever manner the person chairing the meeting (the "chair") sees fit and the result of the poll shall be deemed to be the resolution of the matter for which the poll was demanded. A demand for a poll may be withdrawn in advance of the poll by the Voting Member who made the demand.
- 5.4. In the case of equality in votes cast, the chair is entitled to cast a second vote in addition to his or her original vote.
- 5.5. A special resolution must be decided by a seventy-five (75%) percent majority of Voting Members present and eligible to vote at a properly convened meeting of the Association.
- 5.6. Electronic polling is an acceptable voting option, if all confidentiality and security issues are adequately addressed to the satisfaction of the Board.

## **ARTICLE VI**

### **6. ANNUAL GENERAL MEETING**

- 6.1. The Annual General Meeting (the "AGM") of the Association is the only general meeting of the membership and is held during the first 180 days of each fiscal year, on a date and at a time and place determined by the Board.
- 6.2. Twenty-one (21) days advance written notice of the AGM must be provided to all Voting Members by regular mail, telecopier, and, or, electronic media, but not including social media, and
  - 6.2.1. must specify the date, time, and place of the AGM; and
  - 6.2.2. the general nature of any business or resolution to be considered at the AGM.
- 6.3. The omission of notice to any Voting Member or non-receipt of the notice by a Voting Member does not invalidate the AGM or any of its proceedings or resolutions.
- 6.4. Business shall not be conducted at the AGM unless a quorum of Voting Members are present. The lesser of fifty (50) Voting Members or one-tenth (1/10th) of all the Voting Members of the Association shall constitute a quorum.
- 6.5. The order of business at the AGM shall be:
  - ratification of any unapproved minutes;
  - unfinished business
  - election of the directors;
  - approval of financial statements;
  - new business; and
  - adjournment.
- 6.6. In the event that the President or Vice-President(s) are absent or elect to vacate the chair or refuse to act, the members present at the AGM shall elect a chair for the duration of the AGM.

## **ARTICLE VII**

### **7. SPECIAL MEETINGS**

- 7.1. "Special Meeting" means any meeting designated by the Board as a meeting of the Association, other than the AGM, and as far as is appropriate the AGM procedure at Article 6 shall apply, including the procedure for meeting notice and the number of Voting Members required for quorum.
- 7.2. All Special Meeting notices shall set forth the matters proposed to be considered at the Special Meeting.
- 7.3. Only those matters set forth in the Special Meeting notice may be considered at a Special Meeting.

## **ARTICLE VIII**

### **8. COMMITTEES**

- 8.1. The Board may delegate, whenever appropriate, any of its powers to committees consisting of one or more persons and may from time to time change or revoke such delegation.

## **ARTICLE IX**

### **9. NOMINATIONS**

- 9.1. At each AGM, the Board submits a valid slate of candidates for election as directors of the Association.
- 9.2. Nominations for directors may be submitted in writing and in the prescribed form, by any Voting Member and signed by two (2) Voting Members and the nominee consenting in writing to stand for election as a director.
- 9.3. Nominations must be received by the the Association business office at least twenty-one (21) days prior to the AGM.

## **ARTICLE X**

### **10. BOARD OF DIRECTORS AND OFFICERS**

- 10.1. "Board" means "Board of Directors," or "Executive Committee".
- 10.2. At all times, a director must also be a Voting Member.
- 10.3. The Board has full control and management of the affairs of the Association, subject to the bylaws or directions given it by majority vote at any meeting of Voting Members properly called and constituted.
- 10.4. The Board may deligate any of its powers or duties except those under Articles 2.6.3 (naming an Honorary Lifetime Member), 10.8 (removal of director or officer), 10.9 (appointment of director), 10.12 (selection of officers), 10.14 (appointment of successor officers), and 13.12 (appointment of EM).
- 10.5. A Voting Member is appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected and did not refuse the appointment or if they were not present at the meeting, but consented in writing to act as director before the appointment or election, or if they acted as a director pursuant to the appointment or election.

- 10.6. Until otherwise determined by resolution at a properly convened meeting of the Association, the Board shall consist of a minimum of six (6) and a maximum of fifteen (15) directors, including officers of the Association.
- 10.7. The initial term of office for any director is two (2) years, and
  - 10.7.1. the term of a director may be renewed for up to two (2) additional two (2) year terms for a total of six (6) years, and
  - 10.7.2. at the end of six (6) continuous years of service a director becomes ineligible for re-election as a director for a period of at least two (2) consecutive years.
- 10.8. A director or officer may be removed from office by resolution of not less than seventy-five (75%) percent all remaining directors provided that the total number of remaining directors is not less than six (6).
- 10.9. At anytime the Board may appoint a Voting Member as a director to serve until the next AGM. This period of service is included in the calculation of a director's total service.
- 10.10. The officers of the Association (the "officers") are:
  - 10.10.1. President;
  - 10.10.2. Vice-President(s);
  - 10.10.3. Treasurer;
  - 10.10.4. Secretary;
  - 10.10.5. Past President; and
  - 10.10.6. executive manager .
- 10.11. Excepting the executive manager,
  - 10.11.1. an officer must also be a director;
  - 10.11.2. the term of office for any officer continues until the next AGM; and
  - 10.11.3. the President and Past President each may serve for a maximum of two (2) consecutive terms in each role.
- 10.12. The officers are selected by the Board at its first meeting after an AGM.
- 10.13. Service as an officer is not included in the calculation of a director's years of service at Article 10.7, but the total aggregate time that any person serves as a member of the Board and/or as an officer shall not exceed eight (8) years.
- 10.14. If an officer resigns or is unable to continue in office, the Board may appoint a successor to serve until the next AGM.
- 10.15. The term of any officer, including the EM, continues at the pleasure of the Board.
- 10.16. The directors and officers, excepting the EM, receive no remuneration for acting as directors or officers, but are entitled to compensation for any documented expenses personally incurred by them while acting on behalf of the Association.
- 10.17. The EM is entitled to remuneration and reimbursement of expenses while acting on behalf of the Association.

## **ARTICLE XI**

### **11. BOARD OF DIRECTORS MEETING**

- 11.1. The Board shall meet at the call of the President and shall convene no fewer than two (2) times a year.

- 11.2. The President is chair of Board meetings. In his or her absence or whenever he or she vacates as chair during the course of the meeting, a Vice-President(s) acts as the chair. In the absence of both the President and Vice-President(s), the remaining directors present shall appoint a chair.
- 11.3. Resolutions of the Board are decided by simple majority except as required by these bylaws. A resolution in writing signed by the majority of the Board has the same effect as a resolution passed at a duly convened Board meeting. A resolution may be reached by a simple majority of directors using electronic media and requesting a response by a specified date.
- 11.4. Quorum for a meeting of the Board is a simple majority of directors and officers present.

## **ARTICLE XII**

### **12. VACATING OFFICE**

The term of a director is vacated if the director:

- 12.1 resigns by notice to the President or EM; or
- 12.2 is in arrears more than ninety (90) days of any fee, contribution, levy, or assessment required to be made as Voting Member; or
- 12.3 does not meet the attendance requirements that are established by the Board; or
- 12.4 ceases to qualify as Voting Member.

## **ARTICLE XIII**

### **13. DUTIES OF THE BOARD OF DIRECTORS**

The Board shall:

- 13.1 arrange, conduct and control such business, educational offerings, certification and social events that may be agreeable and of benefit to the members of the Association;
- 13.2 determine the manner and which officers shall have authority to sign cheques, drafts, notes and other instruments and documents not required to be under corporate seal;
- 13.3 keep a bank account in the name of the Association at such bank as may be determined.
- 13.4 authorize signing officers for and in the name of the Association to make, draw, accept, endorse, sign and execute cheques, promissory notes, bills of exchange for the payment of money and other instruments, whether negotiable or not, and agreements obligating the Association to the bank;
- 13.5 cause proper books of account to be kept in respect of all sums of money received and expended and the matters in respect of which receipt and expenditure shall take place;
- 13.6 maintain financial records of all the assets, liabilities and equity of the Association and prepare proper accounts for reporting at each AGM;
- 13.7 prepare an annual forecast of receipts and expenditures;
- 13.8 make available at reasonable hours the books of account and other records of the Association for inspection by the Active Members or Retired Members upon written notice delivered by either post or electronic transmission to the attention of the EM;

- 13.9 maintain an updated copy of the Bylaws of the Association available for inspection and reference by Voting Members;
- 13.10 cause minutes to be kept of all meetings of the Association and of the Board;
- 13.11 keep an updated register for the Association containing the full name and address of each member, the date on which the person became a member; and the type and status of membership.
- 13.12 the Board may appoint an executive manager and, from time to time, designate a operating title for this position.

#### **ARTICLE XIV**

##### **14. DUTIES OF OFFICERS**

- 14.1. The President is ex-officio a voting member of all committees and shall preside at all meetings of the Association and of the Board and is responsible for general supervision of the affairs of the Association.
- 14.2. The Vice-President(s) shall perform all the duties of the President in his or her absence and other duties as designated by the President or the Board.
- 14.3. As directed by the Board, the EM,
  - 14.3.1. manages and directs the operations of the Association;
  - 14.3.2. reports on the affairs of the Association;
  - 14.3.3. collects all dues and income for deposit and keeps accounts of the Association and prepares and presents such financial report;
  - 14.3.4. maintains the member roll;
  - 14.3.5. has custody of the common seal of the Association;
  - 14.3.6. conducts the correspondence of the Association;
  - 14.3.7. issues notices of Association meetings and Board meetings;
  - 14.3.8. keeps minutes of all meetings of the Association and the Board;
  - 14.3.9. files the annual return as required by the Societies Act; and
  - 14.3.10. is *ex-officio* a voting member of the Board and all Association committees.
- 14.4. Succession of the Vice-President(s), Treasurer, and Secretary is determined by resolution of the Board, except that at the end of his or her term the President becomes the Past President and at the end of his or her term the Past President resigns the office of Past President.

#### **ARTICLE XV**

##### **15. BORROWING POWERS**

- 15.1 The Board may borrow or raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it sees fit provided that it is in keeping with a borrowing resolution that has been determined and passed by resolution of the Board.

#### **ARTICLE XVI**

##### **16. AUDIT OF ACCOUNTS**

- 16.1. The accounts of the Association shall be reviewed annually by an auditor appointed by the Board, which auditor may be a member of the Association but not on the Board.

- 16.2. The auditor shall prepare a report for presentation to the Voting Members of the Association at the each AGM.

## **ARTICLE XVII**

### **17. COMMON SEAL**

- 17.1. The Association may have a common seal adopted by resolution of the Board and which shall only be used or affixed to an instrument signed by two (2) officers.

## **ARTICLE XVIII**

### **18. ROBERT'S RULES OF ORDER**

- 18.1. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

## **ARTICLE XIX**

### **19. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

- 19.1 All directors or officers and their heirs, executors, and administrators, and estate and effects, respectively, shall at all times, be indemnified out of the funds of the Association, from:
- 19.1.1 all costs whatsoever that the person incurs in any proceeding that is brought against the person for any thing whatsoever, made, done or permitted by the person in the execution of the duties of the office; and
  - 19.1.2 all other costs that the person incurs in or in relation to the affairs of the Association, except the costs occasioned by the person's own willful neglect.
- 19.2 The Association shall procure and at all times maintain directors liability insurance at all times sufficient to indemnify all directors and officers pursuant to this Article 19.

## **ARTICLE XX**

### **20 DISSOLUTION**

- 20.1 In the event that the Association is dissolved, and after payment of all outstanding obligations and any indebtedness of the association, the remaining funds, investments, and other assets, if any, shall be used for purposes of education, providing services for social welfare, health, civic improvement, or other objects of a benevolent or charitable nature to be determined by the Board during the dissolution process.

## **ARTICLE XXI**

### **21. AMENDMENT OF BYLAWS**

- 21.1 These bylaws, or any of them, may be added to, amended or repealed by the AGM or a Special Meeting of the Association called for such purpose.