

BY-LAW NO. 1



A By-Law relating to the conduct of the business and affairs of the

Dry Stone Walling Association of Canada

(the “Corporation”)

NAME

- 1. Name of the Corporation:** The name of the Corporation is *Dry Stone Walling Association Canada* (herein also called “**DSCan**”) also operating as *Dry Stone Canada*. **DSCan** is a voluntary, not-for-profit, organization and is incorporated under the *Canada Corporations Act*.

OBJECTS

- 2. The objectives of DSCan are to:**
 - a) promote and assist in the advancement of the art, craft and science of dry stone walling and dry stone features in Canada amongst amateurs and professionals;
 - b) promote competence of individuals in the practice of dry stone walling and construction of dry stone features in Canada;
 - c) promote the advancement and conservation of dry stone walling and dry stone features through education, research, public relations and volunteerism;
 - d) represent its members, as hereinafter defined, before other groups, organizations and entities;
 - e) provide continuing education to its members in the art, craft, science and practice of dry stone walling and dry stone features;
 - f) provide administrative and academic expertise to assist in the training and education of individuals in dry stone walling and dry stone features;
 - g) create and maintain an examining board to be known as the **DSCan** Examining Board of Dry Stone Walling and Dry Stone Features (the “**Examining Board**”); and promote the professional welfare and interest of **DSCan**.

ETHICS AND STANDARDS OF PRACTICE

- 3. The Corporation shall uphold and maintain the ethics and standards of practice for the conduct of its members.**

HEAD OFFICE

- 4. Location of Head Office:** The head office of the Corporation shall be located at such location within Canada as may be determined from time to time by by-law.

CORPORATE SEAL

5. **Specimen:** The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

MEMBERS

6. **Classes of Membership:** Membership in the Corporation shall be limited to individuals interested in furthering the objectives of the Corporation and who, by applying for membership, has indicated his or her agreement to become a member and shall include those individuals whose application for admission as a member has received the approval of the Board of Directors of the Corporation (the "**Board**") in accordance with the rules for membership as adopted by the Board from time to time. Membership in the Corporation is restricted to the following classes:

- a) Professional Members
- b) General Members
- c) Corporate Members

herein to be known as a "**member**" or "**members**".

7. Membership Requirements:

- a) **Initial Admission and Continuing Requirements:** Any individual who is interested in furthering the objectives of the Corporation and who, by applying for membership, has indicated his or her agreement to become a member subject to his or her compliance with the following requirements:
 - I. Payment of dues and/or fees levied from time to time by **DSCan** for examinations, annual or other membership, (collectively the "**Initial Admission Requirements**").
- b) **Renewal Requirements:** Each member fulfil the following requirements specific to their category of admission (the "**Renewal Requirements**") to order to maintain membership as a member in that category for each calendar year following the calendar year of his or her admission as a member:
 - I. Payment of annual dues and/or fees levied from time to time by **DSCan** for examinations, annual or other membership, and
 - II. Fulfillment of any additional requirements specific to their category of membership.
- c) Notwithstanding the foregoing provisions, the Corporation may admit individuals who do not meet the admission criteria set forth in subsections (a) and (b) hereof if such individuals are deemed to be worthy of granting special membership status by reason of their exemplary and special qualifications as determined and recommended by the Admissions Committee and upon approval by the Board in their sole discretion;
- d) Notwithstanding the foregoing provisions, the Corporation may refuse an application for membership if they reasonably believe that it is in the best interests of the Corporation for them to do so.

Should the Corporation decide to refuse an application for membership they must:

- e) give the applicant their reasons for doing so, within a reasonable time of the decision being taken, and give the applicant the opportunity to challenge the refusal, and
- f) shall give fair consideration to any such challenge, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

8. Further Category Requirements for Membership:

- a) **Professional Member**
 - I. practise dry stone walling and dry stone features as a primary vocation; must meet a minimum standard of certification as established from time to time by the Standards Committee and as approved by the Board;
 - II. complete any educational requirements as from time to time are deemed appropriate by the Corporation.
- b) **Member** No additional requirements.
- c) **Corporate Members** No additional requirements.
- d) Members who have met the Initiation Admission Requirements or the Renewal Requirements for their category, as the case may be, and have paid their annual membership dues shall be members in good standing with all rights and privileges.
- e) Members who have not met the Renewal Requirements, including by reason of the revocation, suspension, or imposition of restrictions on his or her general certificate of registration and/or who have not paid their annual membership dues as determined by the Board shall become Inactive Members and shall not be eligible to vote.

Inactive Members who have been determined to be for a period of at least two (2) consecutive years may be suspended from all rights and privileges as a member of the Corporation by an affirmative vote of at least fifty-one (51%) of the votes cast at an Annual Meeting or General Meeting of the Corporation.

An Inactive or Suspended Member may obtain the class of membership of registration that he or she previously held by applying to the Board, paying the applicable fees and fulfilling any upgrading requirements imposed by the Board in the time and manner directed by the Board.

9. **Rights of Members:** Members are those individuals whom the Board has admitted to the membership of the Corporation as members from time to time. Members in good standing shall be entitled to notice of and may attend all meetings of members, vote, hold office, and serve on the Board, committees, as a regional representative and as editor of the Corporation's newsletter. Only Professional Members in good standing will be eligible for their contact information to be published in any of the Corporation's public directories.

10. Revocation of Membership:

- (a) **Discipline Committee:** The Board may from time to time establish a committee (the "Discipline Committee") composed of either three professional or general members, one of whom shall be a director and the other two of which shall be

appointed by the Board. The Discipline Committee may in a manner not inconsistent with the Letters Patent, these By-laws or any applicable law, suspend or revoke the rights and privileges of any member, may expel members from membership in the Corporation or may impose such sanctions as it may deem just in the circumstances including without limitation by reason of the failure of a member to pay membership fees, renewal fees and/or any other amount owing by the member to the Corporation or acting inconsistently with the objects of the Corporation. The Discipline Committee shall, from time to time, establish its own rules and procedures provided that such rules and procedures are in conformity with the rules of natural justice and all final decisions of the Discipline Committee shall be in writing.

- (b) **Appeal to Board:** Members who have been subject to disciplinary action pursuant to these By-laws have the right to appeal such decision to the Board, and the Board may consider such appeal and render such final determination as the Board deems just having regard to the Corporation's Letters Patent, By-laws, and applicable law and to the facts and circumstances of the case. Appeals to the Board pursuant to this section shall be in writing and shall be commenced by written notice given within thirty (30) days of the receipt of the written decision of the Discipline Committee by the affected member. Notwithstanding the foregoing, there shall be no right of appeal for expulsion on account of the failure of a member to pay membership fees, renewal fees and/or any other amount owing by the member to the Corporation. The Board shall, from time to time, establish its own rules and procedures provided that such rules and procedures are in conformity with the rules of natural justice, all final decisions of the Discipline Committee shall be in writing; and that any director serving on the Discipline Committee shall not participate in such appeal.

- 11. Membership Non-Transferable:** Memberships are neither transferable nor assignable and terminate upon the death or resignation of the member or upon the expiry or cancellation of the membership where applicable.

MEMBERSHIP DUES

- 12. Membership Dues:** The dues or fees, if any, payable by each class of members shall be fixed from time to time by resolution of the Board.
- 13. Payment of Fees and Accounts:** Dues shall be payable on or before the first day of January of each year. The Registrar of the College shall send dues notices to those members required to pay fees or dues by September 30th.
- 14. Failure to Pay:** Failure to pay the annual dues by January 1st will result in suspension from the active membership provided that the Board may, in its sole discretion, determine not to suspend or expel a member for failure of pay such membership fees, renewal fees and/or any other amount owing by the member to the Corporation.
- 15. Change of Membership Category:** Dues or fees payable by a Student or Associate member who has become, in a given year, a Full Member shall become due at the Full Member rate effective as of the beginning of the first fiscal year after such Student or Associate Member becomes a Full Member.

MEETINGS OF THE MEMBERS

- 16. Annual Meetings:** There shall be an annual meeting (the “**Annual Meeting**”) of the members entitled to vote at such times and at such places as determined by the Board provided that such a meeting shall be convened at least once every fifteen (15) months.
- 17. Annual Meeting Business:** At every Annual Meeting, in addition to any other business that may lawfully be transacted, the report of the directors, the financial statements and the report of the auditors or the accountants, as the case may be, shall be presented and auditors or accountants, as the case may be, shall be appointed for the ensuing year. The voting members may consider and transact any special or general business at any meeting of the members.
- 18. General Meetings:** The Board or the President shall have power to call, at any time, a general meeting (the “**General Meetings**”) of the members of the Corporation. The Board shall call a special general meeting of members on written requisition of members entitled to vote carrying at least thirty percent (30%) of the members in good standing entitled to vote. The date, time and place for the meeting shall be determined by the President.
- 19. Notice:** Twenty (20) business days prior written notice shall be given to each of the members entitled to vote to advise them of the date and location of the Annual Meeting or a General Meeting. Notwithstanding the above, an Annual Meeting or a General Meeting of the members may be held for any purpose at any date and time and at any place without notice if all the members who are entitled to notice thereof are present in person or represented by proxy at the meeting. Notice of a meeting which is printed in the Corporation’s newsletter and distributed to all members shall constitute proper notice for the purposes hereunder provided that such notice complies with the requirements of this section.
- 20. Failure to Give Notice:** No error or omission in giving notice of any Annual Meeting or General Meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his or her last address recorded on the books of the Corporation.
- 21. Agenda:** At least twenty (20) business days prior to the Annual Meeting or General Meeting, the membership entitled to vote shall be provided with a preliminary draft of the Agenda for the meeting. During the fifteen (15) business days following distribution of the preliminary draft the voting members shall be entitled to submit agenda items for inclusion, in the sole discretion of the Board, in the final agenda to be used at the Annual Meeting or General Meeting. No items of business not contained in the final agenda shall be conducted unless agreed upon by either a majority of the Board or by a majority of the members present.
- 22. Quorum:** The presence of two (2) members shall be a quorum for the choice of a Chairperson of the meeting and the adjournment of the meeting. For all other matters and unless otherwise required by the Letters Patent, the By-laws or by statute, the quorum shall for the due constitution of the Annual Meeting or General meeting shall be ten percent (10%)

of the members entitled to vote at a meeting present in person or represented by a valid proxy. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of business.

- 23. Proxies:** Any member, entitled to vote, may at his or her own discretion by instrument in writing appoint a voting member of the Corporation who is a Member in good standing as his or her proxy for the purpose casting his or her vote at an Annual Meeting or General Meeting. Any such duly appointed proxy shall be entitled to attend and act at a meeting in the same manner and to the same extent and with the same power as if the member were present at the meeting. The instrument appointing the proxy shall be in writing under the hand of the appointing member or his or her attorney, authorized in writing. The proxy may be in such form as may be determined by the Board from time to time or in such other form as the Chairperson of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting at least ten (10) minutes prior to the commencement of the applicable annual or general meeting or at such other time and in such manner as the Board may prescribe in accordance with the *Canada Corporations Act* (the “Act”).
- 24. Voting:** Each voting member present at a meeting shall have the right to exercise one (1) vote. At all meetings of members of the Corporation, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws. At any meeting, unless a poll is demanded, a declaration by the Chairperson that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- 25. Mail Ballots:** Voting members who are unable to attend at a meeting shall have the right to exercise their vote by proxy or by mail ballot or by electronic ballot. Mail ballots or electronic ballots shall be in a form to be determined by the Board from time to time and shall be sent to all voting members who so request in accordance with the procedures determined from time to time by the Board.
- 26. Distribution of Mail Ballots or Electronic Ballots:** The Board shall prepare a ballot and include with the ballot sufficient information to permit the member to form a reasoned judgment on the decision to be taken. The Secretary shall provide the ballot to the members at least fifteen (15) business days prior to the date of the decision being required. The ballots shall be returned to the Secretary no later than five (5) business days prior to a meeting.
- 27. Tabulation of Mail Ballots:** The Secretary shall tabulate ballots post-marked no later than five (5) business days prior to the date the decision is required, and submit the results to the Board of Directors, which shall notify the members as to the results at the conclusion of voting on such items of business.
- 28. Polls:** If at any meeting a poll is taken on the election of a Chairperson for the meeting or on the question of adjournment or termination, it shall be taken forthwith without adjournment. If a poll is demanded on any other question or as to the election of directors, it shall be taken by ballot in such manner and either at once or after adjournment as the Chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

BOARD OF DIRECTORS

- 29. Powers of Board:** The property and business of the Corporation shall be managed by the board of directors (the "**Board**") of composed of at least six (6) directors of who shall be elected in accordance with Section 36 hereof (collectively the "**Elected Directors**") and two (2) *ex officio* directors one of whom shall be the Registrar of **DSCan** from time to time and the other shall be the immediate Past President or if the Past President is unwilling or unable to serve as a director then such other Past President as the Directors may by resolution so determine.
- 30. Qualifications:** Each of the directors shall be an individual, at least 18 years of age, with power under the law to contract.
- 31. First Directors:** The applicants for incorporation shall become the first directors of the Corporation whose term of office on the Board shall continue until the later date upon which their successors are elected. At the first meeting of members, the Board then elected shall replace the provisional directors named in the Letters Patent of the Corporation.
- 32. Election and Term of Office:** Unless otherwise provided in the By-laws, Letters Patent of the Corporation or by statute, the Elected Directors shall be elected or appointed for a term expiring on the second Annual Meeting following his or her election provided that at the first annual meeting following the incorporation of the Corporation three (3) of the directors shall be elected for a term of one (1) year and the remaining three (3) directors shall be elected for a term of two (2) years. The Elected Directors shall be elected by the members entitled to vote thereon at an Annual Meetings on a show of hands unless a poll is requested, and if a poll is so requested. All Elected Directors, officers, and committee chairpersons shall commence their term immediately after the Annual Meeting.
- 33. Remuneration:** The directors shall serve as such without remuneration aside from the waiving of their annual membership dues and no director, other than the Registrar, shall directly or indirectly receive any profit from his or her position as such; provided that a director may be paid out-of-pocket expenses incurred in the performance of his or her duties as evidenced by receipts submitted to the Corporation, including expenses relating to their attendance at or telephone participation in each special or regular meeting of the Board. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefore and provided further that any director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation.
- 34. Nominations & Elections of Directors:**
- a. Nominations for the elected officers shall be made by the Nominations Committee or by any member entitled to vote at the Annual Meeting.
 - b. The Nominations Committee shall file a report with the Secretary at least thirty (30) business days prior to the Annual Meeting.

- c. The election shall take place at the Annual Meeting and shall be supervised by the Registrar.
- d. The elected Directors shall assume office at the end of the Annual Meeting at which they were elected.

35. Vacation of Office: The office of director shall be automatically vacated:

- a. if a director has resigned his or her office by delivering a written resignation to the Secretary of the Corporation;
- b. if a director is found by a court to be a mentally incompetent person or incapable of managing his or her own affairs;
- c. if a director becomes bankrupt, a receiving order is made against him or her or he or she makes an assignment under the *Bankruptcy and Insolvency Act* (Canada);
- d. if at a special general meeting of members, a resolution is passed by two-thirds (2/3rds) of the members entitled to vote present at the meeting that a director be removed from office, provided that the notice for such meeting specified the intention to pass such a resolution at that meeting; or
- e. on death,

provided that if any vacancy shall occur for any reason contained in this Section, the Board by majority vote may, by appointment, fill the vacancy with a member of the Corporation. Otherwise such vacancy shall be filled at the next annual meeting of the members and any director appointed or elected to fill any such vacancy shall hold office for the unexpired term of a director who ceased to be a director and who caused such vacancy. The term of directors shall continue in office until the termination of the second annual meeting following his or her election provided that the term of directors first elected for a term of one year shall continue in office until the termination of the first annual meeting following his or her election.

36. Chairperson of the Board of Directors: The Board shall appoint each year from among the members of the Board the President as the Chairperson of the Board. The Chairperson of the Board shall preside at all meetings of the directors and the members.

37. Powers of the Directors: The powers of the Board shall include the following:

- a. to manage and oversee the affairs and activities of the Corporation;
- b. to appoint such officers and Committees as it may deem desirable, and to prescribe their duties;
- c. to appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
- d. to fix the membership fees, annual fees, chapter fees and other charges, and the terms of payment thereof, and to fix the remuneration of all officers, agents and employees;
- e. to prescribe rules and regulations for the admission of members and to act as the final body in matters of discipline of members;
- f. to make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into;
- g. to authorize expenditures on behalf of the Corporation from time to time to further the objects of the Corporation and to delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees;

- h. to call meetings of the members;
- i. to prescribe such other rules and regulations as are necessary for the proper administration of the Corporation and for the advancement of its objects;
- j. to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe;
- k. to take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation; and
- l. to exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.

MEETINGS OF THE DIRECTORS

- 38. Location of Meetings and Notice:** Meetings of the Board may be held at the Corporation's head office or any place and at such time to be determined by the directors provided that fifteen (15) business days written notice of such meeting shall be given. Notice shall state the day, hour and place of the meeting. Notwithstanding the above, meetings of the Board may be held at any time without formal notice if all the directors are present and consent in writing to the meeting. Where all the directors consent either generally or in respect of a particular meeting, the Board may hold meetings by means of telephone. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had there at.
- 39. Frequency of Meetings:** There shall be at least one (1) meeting per year of the Board which shall be convened at any time by the Chairperson of the Board or the President or a Vice President. The Board may from time to time, by resolution, fix the dates or times of such Full meetings and so long as any such resolution is in effect, the Secretary of the Corporation shall convene such meetings by notice given in the manner herein referred to.
- 40. Quorum and Voting:** Four (4) of the directors of the Board shall constitute a quorum for the transaction of business at any meeting of the directors of the Corporation or any committee of directors. All business at any meeting of the directors shall be decided by a majority of the votes cast on the question and in the case of an equality of votes, the Chairperson of the meeting shall not be entitled to a second or casting vote. Each director is authorized to exercise one (1) vote.
- 41. Irregularities:** No act or proceeding of the Board shall be invalid or ineffective by reason of the subsequent determination of any irregularity in regard to such act or proceeding or the qualification of such director or directors.
- 42. Declaration of Interest:** It shall be the duty of every director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by

the applicable provisions of the Act for the time being in force and to refrain from voting in respect of the contract or arrangement or proposed contract or arrangement if and when prohibited by the Act.

- 43. Approval of Contracts:** The Board may in its discretion submit any contract, act or transaction for approval or ratification at an annual or special meeting of the members and any contract, act or transaction so approved, ratified and/or confirmed by a resolution passed by a majority of the votes cast at any such meeting shall be as valid and binding upon the Corporation and upon all the members as if it had been approved, ratified and/or confirmed by every member of the Corporation.
- 44. Minutes of the Board:** The minutes of the Board shall not be available to the general membership of the Corporation but shall be available to the Board, each of whom shall receive a copy of such minutes.

OFFICERS

- 45. Appointment:** The officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer, Registrar, Past President and four (4) Members at Large, and any such other officers as the Board may by law determine. Officers need not be directors, or members. The Board may appoint such officers and any other officers and agents as they shall deem necessary and who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board. No two (2) offices may be held by the same person.
- 46. Remuneration and Removal:** Unless otherwise determined by resolution of the Board, no officer shall receive any remuneration or profit in any way from their office in the Corporation aside from the waiving of their annual dues. All officers, unless otherwise agreed to in writing, shall be subject to removal by resolution of the Board at any time without cause.
- 47. Vacancies:** If the office of President, Vice-President, Secretary or Treasurer becomes vacant for any reason, the directors may appoint or elect an individual to fill such vacancy. In the event that the immediate Past President is unwilling or unable to serve as a Director, then a previous Past President, selected by the Board, may serve an additional term. In the event that a Past President selected by the Board is not available to serve, the Board may appoint another voting member to serve as a Director for the duration of the term.
- 48. President:** The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Corporation and of the Board for a term ending on the conclusion of the second Annual Meeting following his or her election as President to a maximum of approximately six (6) years, unless there is a vacancy. The President shall oversee the general and active management of the affairs of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she is the custodian of the seal of the Corporation which is delivered only when authorized by the Board of Directors to do so.

- 49. Past President:** The Past President shall be a voting member of the Board of Directors. Responsibilities include: chairing the Nominating Committee; completing projects undertaken during presidency; being available to the President for consultation.
- 50. Secretary:** The Secretary is empowered by the Board to carry on the affairs of the Corporation under the supervision of the directors. The Secretary shall attend all meetings, act as clerk and record all votes and minutes of all proceedings. He or she shall give notice of all meetings of the Board. Responsibilities also include coordinating and distributing all reports
- 51. Treasurer:** The Treasurer is empowered by the Board to carry on the affairs of the Corporation under the supervision of the directors. The Treasurer shall have custody of the funds and securities for the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation. He or she shall deposit all monies, securities and other valuables in the name of and to the credit of the Corporation in the chartered bank of the Corporation. The Treasurer also ensures that an auditor or accountant, as the case may be, is available to audit or review, as the case may be, the accounts and renders an account of the financial position of the Corporation as requested by the Board.
- 52. Registrar:** The Registrar shall maintain shall give notice of all meetings of the members, maintain the membership records of the Corporation including without limitation compliance with the Initial Admission Requirements and the Renewal Requirements, overseeing membership mailings and the mailing and tallying of election ballots.

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

- 53. Limitation of Liability:** No director, committee member delegated power of the directors, or officers of the Corporation shall be liable for the neglects or defaults of any other Director, Committee member, officer or employee, or for any loss, damage or expense happening to the Corporation due to the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error or judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto; provided that nothing herein shall relieve any director, Committee member or officer of the Corporation from the duty to act in accordance with the Act and the regulations or from liability for any breach thereof.
- 54. Indemnification of Officers:** The Corporation will have the authority to indemnify and hold harmless any officer or member from any suit, damage, claim, judgment or liability in his or her category as an officer or member of the Corporation, except in those cases where, in the opinion of the Executive, wilful misconduct of the said member is determined. The Corporation shall have the power to purchase or procure directors and officers insurance for such purpose.

55. Indemnification of the Corporation: The Corporation shall be held harmless from any suit, damage, claim, judgment or liability involving wilful misconduct by a member or officer of **DSCan** in his or her capacity as an officer or member of **DSCan**.

AGENTS AND EMPLOYEES

56. Agents and Employees: The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

57. Remuneration of Officers, Agents and Employees: A reasonable remuneration for all officers, agents and employees and committee members shall be fixed by the Board by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration of such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

BANKING AND EXECUTION OF DOCUMENTS

58. Banking Arrangements: The banking business of the Corporation shall be transacted with such bank or trust company as the Board may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on the Corporation's behalf by such one or more officers and/or other persons as the Board may designate or direct from time to time by resolution and to the extent therein provided, including without limitation the Corporation's bank accounts, the making, finding, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act with or on the Corporation's behalf to facilitate such banking business. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons whether or not officers of the Corporation and in such manner as the Board may from time to time designate by resolution.

59. Borrowing Powers: The Board may from time to time on behalf of the Corporation:

- a. borrow money upon the credit of the Corporation;
- b. issue bonds, debentures, or other securities of the Corporation and pledge or sell the same for such sums and at such prices as the Board deems expedient or necessary;
- c. for the purpose of securing repayment of money so borrowed, hypothecate, mortgage or pledge part or all of the real or personal property of the Corporation, in such manner and upon such terms as the Board deems advisable; and
- d. borrow from a Canadian chartered bank or other recognized lending institution such money as the Board deems advisable in connection with the Corporation or apply thereto for a line of credit, with authority to execute and deliver such security as may be required for such borrowing or line of credit.

- 60. Use of the Corporate Seal:** The seal of the Corporation may, when required be affixed to deeds, transfers, assignments, contracts, obligations, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board.
- 61. Execution of Documents:** Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two directors or officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have the power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation.

FINANCIAL YEAR

- 62. Year End:** The fiscal year end of the Corporation shall be December 31st or on such other date as the Board may determine by resolution from time to time.

COMMITTEES

- 63. Appointment of Committees:** The Board may appoint committees to pursue the objects of the Corporation whose members will hold their offices at the will of the Board. The directors shall determine the duties of such committees and may fix any remuneration to be paid, if any. There shall be the following standing committees: education, professional issues, liaison, finance, membership, scientific program, nominating and the certification board. Other committees may be established by resolution of the Board, as deemed necessary by them.
- 64. Membership of Committees:** Committees shall be composed of any number of members as the Board shall determine. Each committee shall liaise with the Board through a director, as assigned by the Board.
- 65. Meetings:** The committees may meet for the transaction of business, adjourn or otherwise regulate their meetings in the manner which they decide, provided that two (2) members of a committee shall constitute a quorum thereof for the transaction of business. Questions arising at any meeting of a committee shall be decided by a majority of votes and in the case of an equality of votes, the Chairperson shall not have a second or casting vote.
- 66. Chairperson:** Each standing committee shall have one chairperson or two co-chairpersons (referred to herein as individually or collectively as the "**chairperson**") who shall, unless otherwise fixed by these By-laws, be appointed by the President for a two-year term. The chairperson shall select the membership of the committee from among the members of the Corporation, unless otherwise fixed by these by-laws.
- 67. Remuneration:** Committee members, as such, shall not receive any stated remuneration for their services, but, by resolution of the Board, expenses may be allowed for their attendance at any regular or special meeting of the Board, or for their participation in a

conference telephone call of the Board, and for their attendance at any meeting or conference call of their committee.

- 68. Proceedings:** Each Committee shall keep records of its proceedings and report the same from time to time to the Board, as may be requested by the President. Any action required or permitted to be taken at any meeting of any committee may be taken without a meeting if a majority of all members of the committee consent in writing to the adoption of a resolution and written consents thereto should be filed with the minutes of proceedings of the committee. Each committee may determine its own rules except the extent such rules are fixed by these by-laws or the Board. If all the committee members consent thereto generally or in respect of a particular meeting, a committee member may participate in a meeting of the committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a committee member participating in such a meeting by such means is deemed to be present at the meeting.
- 69. Removal:** Any chairperson of a committee or committee member may be removed by the President, subject to the concurrence of a majority of members of the Board then in office. The President shall then appoint a successor to fill the unexpired portion of such chairperson or committee member's term. If such unexpired portion is less than one (1) year, such successor may be appointed to serve a full two (2) year term.
- 70. Notice:** Notice of the time, place and purpose of every meeting of each committee shall be given by the chairperson of such committee by mailing, electronic communications, delivering or telephoning the same to each committee member at least three weeks before such meeting.
- 71. Standing Committees:** All Standing Committees shall be appointed by the President, with the approval of the Board, with each committee being defined as to its role upon its formation. Each committee shall be responsible to provide a written committee report to the Secretary, to be presented at each Annual Meeting or General Meeting and included in its minutes, as well as being responsible to President upon the request of the Executive.
- 72. Nominations Committee:** There shall be a Nominating Committee consisting of the Registrar who shall be the chairperson of this committee and the Past-President.
- 73. Limits on Authority:** No Committee or any member thereof shall make or purport to make any contract, agreement, understanding or otherwise in the name of or incur any liability or obligation on behalf of the Corporation other than as prescribed from time to time by the Board. Any rule or regulation which purposes to be binding upon the members made by any Committee must be ratified and confirmed by the Board within six (6) months of the effective date of such rule or regulation and must thereafter be approved by the members in accordance with these By-laws.

ELECTIONS

- 74. Nominations:** The Nominating Committee shall prepare a call for nominations when needed and shall accept nominees for each position to be filled. Nominated individuals must be Full Members of the Corporation and may be a member of the Nominating Committee.
- 75. Ballots:** The Nominating Committee shall prepare a ballot listing the nominees for each position, together with a provision for write-in votes for each position. The names of the members of the Nominating Committee shall be included with the ballot. The Nominating Committee shall submit its ballots to the Secretary in sufficient time for the Secretary to provide the ballot to the members at least three (3) weeks prior to the annual meeting during which election results will be announced. The ballots shall be returned to the chairperson of the Nominating Committee or a member designated by the Nominating Committee.
- 76. Nominee Information:** The Nominating Committee may also distribute with its ballot biographical or other information pertaining to the nominees, provided that information regarding the nominees shall be approved by that nominee and that each nominee shall be afforded the same opportunity to have information disseminated about her.
- 77. Tabulation of Ballots:** The Nominating Committee or its designated representatives who are full members shall tabulate ballots post-marked no later than five (5) business days prior to the annual meeting during which the election results will be announced, and submit the results to the Board of Directors, which shall announce the results to the members at the annual meeting.

AMENDMENT OF BY-LAWS

- 78. Amendment:** The by-laws of the Corporation may be amended upon an affirmative vote at a general membership meeting, or at a special meeting called for that purpose.
- a. All proposed amendments must be filed with the Secretary at least twenty (20) business days prior to the date of said meeting, during which the amendments are to be considered for ratification.
 - b. The Secretary shall provide in an acceptable manner a copy of all proposed amendments to each voting member in good standing of the College at least thirty (30) days prior to the said meeting.
 - c. The affirmative vote must represent at least two-thirds (2/3) of those voting at the meeting, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

AUDITORS AND ACCOUNTANTS

- 79. Appointment and Duties:** The Members shall, at each Annual Meeting, appoint either an auditor or account to either audit or review the accounts of the Corporation and to hold office until the next Annual Meeting provided that the Board may fill any casual vacancy in the office of the auditor or accountant. Remuneration of the auditor or accountant shall be fixed by the Board.

BOOKS AND RECORDS

- 80. To be maintained:** The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are fully and properly kept.

RULES AND REGULATIONS

- 81. Enactment:** The Board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

LANGUAGES

- 82. Official Languages:** Having regard to the national character of the Corporation, the Corporation shall endeavour, where practical, to translate or cause to be translated into the other official language, as the case may be, any official documents or materials in final form.

INTERPRETATION

- 83. Gender:** In these by-laws and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice-versa, and references to persons shall include firms and corporations.

WINDING UP AND DISSOLUTION

- 84. Winding up and dissolution:** Any decision to wind up or dissolve the Corporation can only be taken by the unanimous resolution of the members of the Corporation, or by a resolution passed by a 75% majority of those voting at a general meeting of the members of the Corporation.
- 85. Liability of members to contribute to the assets of the Corporation if it is wound up:** The members of the Corporation have no liability to contribute to its assets if it is wound up, and accordingly have no personal responsibility for the settlement of its debts and liabilities.
- 86. Destination of the Corporation's assets on dissolution:** Any resolution for the winding up of the Corporation, or for the dissolution of the Corporation without winding up, may contain a provision directing how any assets of the Corporation remaining after the payment of all its debts shall be applied. If the resolution does not contain such a provision, the Corporation's trustees must decide how any assets of the Corporation remaining after the payment of all its debts shall be applied. In either case the assets must be applied for purposes the same as or similar to those of the Corporation.

87. Effective Date: This by-law comes into force upon confirmation by the members of the Corporation in accordance with the Act.

End

PASSED AND ENACTED by the directors of the Corporation in accordance with the *Canada Corporations Act* the 30th day of **June**, 2012.

CONFIRMED by the members of the Corporation entitled to vote in accordance with the *Canada Corporations Act* the 10th day of **November**, 2013.

REVISIONS (see revision notes below):

- February 11th, 2018
- December 21st, 2021

WITNESS the corporate seal of the Corporation.

Hilary Martin, President

Bill Jeffers, Treasurer

Revisions

<u>February 11, 2018</u>	<u>Item 1: Removed reference to Dry Stone Walling Across Canada.</u> <u>All: Changed acronym DSWAC to DSCan. General terminology clean-up of document. No change to any bylaws.</u>
December 19, 2021	Item 1: Removed references to Associate, Retired, Honourary members. All: Some reformatting.