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*Association of Professional Biology*

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# Constitution and Bylaws

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## **APB - CONSTITUTION**

1. The name of the Society is APB - Association of Professional Biology.
2. The purposes of the Association are to:
  - a. Encourage the development and application of sound biological principles in the management and conservation of resources;
  - b. Assist Biology Professionals in the development and maintenance of high professional standards in management, research and education related to biological resources;
  - c. Inform and advise industry, governments and the public of the potential impacts on biological resources of land use and resource development proposals;
  - d. Promote liaison with other professional associations for mutual professional development; and
  - e. Engage in such other activities as are complementary to the purposes of the Association.

## **APB - BYLAWS**

### ***PART I***

#### **Interpretation**

1. In these bylaws, unless the context otherwise requires:

**"Accrediting Organization"** means the College of Applied Biology ("CAB"), the Alberta Society of Professional Biologists ("ASPB"), or other similar organizations;

**"Act"** means the *Society Act* of British Columbia;

**"Association"** means APB - Association of Professional Biology;

**"Biology Professional"** means a member in good standing with an Accrediting Organization;

**"Biology"** means those sciences concerned with living organisms;

**"Directors"** means the Board of Directors of the Association;

**"Membership ballot"** means a ballot sent to each voting member, including by electronic methods, in accordance with bylaw 26(c);

**"Register"** means the Register of the Association kept by the Registrar of the Association.

**"Registrar"** means the Registrar of the Association;

**"Registration"** means admission of a person qualifying for membership and having their name entered in a book and/or electronic file known as the Register; "registered" has a corresponding meaning;

**"Professional biology"** means the application of the applied biological sciences, including collecting or analyzing inventories or other data or carrying out of research or assessments, to design, evaluate, advise on, direct or otherwise provide professional or technical support to projects, works, undertakings or field practices.

2. Words importing the singular include the plural and vice versa; words importing a male person include a female person.

## **PART 2**

### **Membership**

3. Every member must uphold the Constitution and Bylaws of the Association.
4. Rights and Privileges of a Regular Member
  - a) Regular membership is open to all members in good standing of an Accrediting Organization.
  - b) Upon payment of the applicable fee(s) set by Directors, Regular members shall be admitted into a membership category consistent with the membership category held in their Accrediting Organization.
  - c) Each Regular member in good standing is a voting member and shall have a vote in the affairs of the Association.
5. Rights and Privileges of an Associate Member
  - a) Associate membership is open to individuals who are not members in good standing with an accredited organization such as CAB or ASPB, and do not have professional designation provided by these organizations (e.g. RPBio or PBIol).
  - b) Upon payment of the applicable fee(s) set by Directors, Associate members shall be admitted into the general Associate membership category.
  - c) ‘Associate’ members do not have the ability to vote or provide formal direction to APB. They can enjoy all other membership benefits offered by the Association. ‘Associate’ members of APB must sign a waiver to ensure the APB, CAB and ASPB are not held liable, should an ‘Associate’ member be found using unauthorized professional designation.
6. Rights and Privileges of a Fellow
  - a) The Directors may, upon written nomination by seven (7) or more regular members of the Association in good standing, approve the designation of a regular member who is not a retired member, to Fellow in Association of Professional Biology, if the member has:
    - i. significant professional biology experience;
    - ii. exemplified the application of the purposes of the Association; and
    - iii. made outstanding contributions to Biology.
  - b) A Fellow in Association of Professional Biology may use the titles “FAPB”, “F.A.P.B.” or “Fellow in Association of Professional Biology”.
  - c) Fellows retain their regular membership and pay annual fees of their current regular membership category. No additional fees are payable because of this designation.
  - d) A Fellow remains a voting member and shall continue to have a single vote in the affairs of the Association.

e) A Fellow retains this designation after becoming a retired member.

7. Rights and Privileges of a Life Member

- a) The Directors may, upon written nomination by seven (7) or more regular members of the Association in good standing, approve the designation of a retired member to life member if the member:
  - i. is 55 years of age or older;
  - ii. has been a regular member of the Association for 25 or more continuous years unless extenuating circumstances can be demonstrated to the satisfaction of the Directors; and
  - iii. has made an exemplary contribution to professional biology.
- b) Life members retain their regular membership as a retired member but pay no annual fees.
- c) A life member remains a voting member and shall continue to have a single vote in the affairs of the Association.

8. Rights and Privileges of an Honorary Member

- a) The Directors may, upon written nomination signed by seven (7) or more regular members of the Association in good standing, approve the appointment to honorary membership, a person who:
  - i. is not a regular member, nor has ever been a member of the Association;
  - ii. is not a member, nor has ever been a member of an Accrediting Organization; and
  - iii. has made outstanding contributions to Biology.
- b) Honorary members do not pay annual fees.
- c) An honorary member is a non-voting member and shall not have a vote in the affairs of the Association or be eligible to be a Director.

9. The Directors may revoke an honorary membership, or remove the Fellow or life member designation from any member at their discretion, with rationale provided forthwith and with subsequent notice published in the next issue of the Association newsletter. Honorary membership ceases immediately if that person becomes a regular member of the Association. Fellow designation is automatically suspended when membership in good standing with either an Accrediting Organization or the Association ceases. Life membership designation is suspended if retired membership status changes.
10. A member may resign by delivering their resignation in writing to the Registrar at the address of the Association.

11. Expulsion

- a) A Regular or Associate member may be expelled by a special resolution of members passed at a general meeting.
  - b) The notice of the special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
  - c) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
  - d) Reinstatement of a previously expelled person will be at the discretion of the Directors in addition to normal membership requirements.
12. An Associate member may be expelled should an 'Associate' member be found using unauthorized professional designation.
13. No rebate of fees will be made to members who resign or who are removed from the register.
14. A member on temporary withdrawal is a non-voting member and shall not have a vote in the affairs in the Association or be eligible to be a Director.

15. Payment of Fees

- a) Each member is in good standing if they pay in advance to the Association such annual fees as are fixed by the Directors.
- b) A member will cease to be in good standing if fees are not paid within two (2) months of the due date stated on the notice of fees.
- c) A member may be removed from the Register if fees are not paid within six (6) months of the due date stated on the notice of fees.
- d) A member who is removed from the Register under bylaw 14(c) may seek reinstatement by written notice to the Registrar and by payment of all outstanding fees plus a reinstatement fee as fixed by the Directors provided that such written notice and payment of fees occurs within six (6) months of removal from the Register, and upon presentation of evidence of membership in good standing with an Accrediting Organization.

**PART 3**

**Meetings of Members**

16. Annual General Meetings

- a) An Annual General Meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.
- b) The date, time, and place of an Annual General Meeting shall be determined by the Directors.



- c) Notice of each Annual General Meeting shall be sent to the membership at least 60 days prior to that meeting.
- d) A quorum for an Annual General Meeting shall be 10% of the membership or 30 members, whichever is less.
- e) If, within 30 minutes from the time appointed for the Annual General Meeting, a quorum is not present, the meeting shall stand adjourned to the place of, and a time just prior to, the next meeting of the Association.
- f) At the Annual General Meeting, the order of business shall be
  - i. the adoption of agenda and rules of order
  - ii. the consideration of the financial statements
  - iii. the report of the Directors
  - iv. the report of the auditor
  - v. announcement of the results of the election of the Directors, and
  - vi. such other business as, under these bylaws and/or the *Society Act*, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Directors issued with the notice of convening the meeting.

#### 17. General Meetings

- a) The Directors may, whenever they think fit, convene a General Meeting of the Association.
- b) Notification of General Meetings shall be posted to all members at least 14 days prior to meetings. The notice shall specify the place, the day, and the hour of the meeting, and shall state the general nature of the business. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any member entitled to receive notice does not invalidate the proceedings of the meeting.
- c) A quorum for a General Meeting shall be 10% of the membership or 30 members, whichever is less.
- d) If, within 30 minutes from the time appointed for the general meeting, a quorum is not present, the meeting shall stand adjourned to the place of, and a time just prior to, the next meeting of the Association.
- e) Associate members do not have the right to vote at General Meetings
- f) At general meetings the order of business shall be
  - i. reading and adoption of minutes
  - ii. reports of standing committees
  - iii. reports of select committees





- iv. unfinished business
- v. new business
- vi. adjournment

18. Extraordinary General Meetings

- a) The Directors shall, on requisition of at least 10% of the voting members of the Association, (requisitionists), convene an Extraordinary General Meeting of the Association within 21 days after the date of delivery of the requisition. The requisition to convene such a meeting shall state the precise purpose of the meeting, be signed by the requisitionists, and shall be delivered or sent by registered mail to the address of the Association.
- b) If an Extraordinary General Meeting is not convened in accordance with bylaw 17(a), the requisitionists may convene the meeting within 4 months after the date of delivery of the requisition.
- c) Notification of an Extraordinary General Meeting shall be posted to all members at least 14 days prior to meeting. The notice shall specify the place, the day, and the hour of meeting, and shall state the general nature of the business.
- d) A quorum for an Extraordinary General Meeting shall be 10% of the membership or 30 members, whichever is less.
- e) If, within 30 minutes from the time appointed for the Extraordinary General Meeting, a quorum is not present, the meeting shall be terminated.
- f) At Extraordinary Meetings, the order of business shall be
  - i. reading of the notice of meeting
  - ii. consideration of items noted in the notice of meeting
  - iii. adjournment
- g) The accidental omission to give notice of an Extraordinary General Meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate the proceedings of the meeting.

19. Chairing Meetings

- a) The President of the Association shall chair meetings of the Association.
- b) If the President is unable or unwilling to act as Chair, or not present within 30 minutes of the time appointed to hold the meeting, the Vice-President shall act as Chair.
- c) In the absence of the Vice-President, the Past-President shall chair the meeting.
- d) In the absence of the Past-President, the Directors present shall choose one of their number to chair the meeting.

- e) If the President, Vice-President and all other Directors are unable or unwilling to act as Chair, or are not present within 30 minutes of the scheduled meeting time, the members shall choose one of their number to act as Chair.
- f) At a meeting of the Association, the Chair shall have one vote on any question. In the event of a tie, the Chair may not vote a second time to break the tie and the question shall be declared defeated.

20. Adjournment

- a) The Chair may, with the consent of any meeting, and shall if so desired by the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at any reconvened meeting other than the business left unfinished at the meeting from which the adjournment took place.
- b) When a meeting is adjourned for 30 days or more, notice of the reconvened meeting shall be given as in the case of the original meeting. It is not necessary to give notice of the business to be transacted at a reconvened meeting.

**Conduct of Meetings**

- 21. Meetings of the Association shall be conducted in accordance with Roberts Rules of Order unless these are contrary to any law or bylaw affecting the operation of the Association.
- 22. No business, other than the adjournment or termination of the meeting, shall be conducted at a meeting of the Association at a time when a quorum is not present.
- 23. If at any time during a meeting of the Association there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated. A meeting must be suspended at least 30 minutes before it can be adjourned or terminated unless unanimous agreement exists of voting members present to waive such requirement.
- 24. Each voting member present at a meeting of the Association is entitled to one vote on any resolution.

**Resolutions**

25. Resolutions

- a) All resolutions proposed at a meeting must be seconded. The Chair of a meeting may not propose a resolution. The Chair may, however, step down from the chair to do so.
- b) All resolutions dealing with public issues or special resolutions concerning the Constitution and Bylaws of the Association must be received in writing (includes e-mails and facsimile) by the Association 30 days prior to their presentation at a meeting so as to allow full and thorough review of the resolution which will be presented to the membership. This requirement for submission of a motion 30 days prior to presentation at a meeting may be waived by unanimous consent of a quorum of Directors as prescribed in bylaw 40(b).



26. At a General Meeting, the Chair shall have one vote on any resolution. If there is a tie vote on a resolution and the Chair has voted, the Chair may not vote a second time to break the tie and the resolution shall be declared defeated.

27. Ballot

- a) At any meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a ballot or membership ballot is demanded by at least ten (10) voting members before or on the result of the show of hands. Unless a ballot is so demanded, the Chair shall declare that a resolution has, on a show of hands, been carried or defeated on a simple majority. An entry to that effect made in the book or electronic file for the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- b) If a ballot is duly demanded, it shall be taken in such manner as the Chair directs.
- c) If a membership ballot is demanded at a meeting, it shall be in such form as the Directors determine and shall be sent to each voting member at their address as last recorded in the Register of the Association.
  - i. Membership ballots shall be returned to the office of the Registrar within 30 days of the date of sending. Membership ballots received after that time will not be valid unless the Directors indicated a longer voting period on the ballot. The vote shall be counted under the supervision of a returning officer and two or more scrutineers appointed by the Directors. The results of the vote shall be communicated by the Directors to the members as soon as possible after the membership ballots are counted.
- d) Voting by proxy is not permitted.

**PART 4**

**Directors and Officers**

28. Directors and Officers

- a) There shall be not more than ten (10) and not fewer than seven (7) Directors who shall comprise the Board of Directors. Positions on the Board of Directors shall include the President, the Vice-President, the Past-President, the Secretary, the Treasurer, two Regional Directors, and no less than three Directors-at-large.
- b) A President is appointed annually by the Directors and will have served at least one year as a Director prior to their appointment as President by a majority of the Directors present at the first meeting of the Board after the Annual General Meeting.
- c) Notwithstanding bylaw 27(b), in the event that no Director with at least one year of service wishes to assume the office of President, any of the Directors may be elected to that office by a majority of Directors present at the first meeting of the board after the Annual General Meeting.



- d) A voting member is eligible to become a Director.
- e) Each of the Regional Directors and the Directors-at-large will assume a portfolio of duties and carry out the responsibilities of that portfolio as defined by the APB Handbook of Policies and Procedures, or as may be determined by the Directors.
- f) The APB Handbook of Policies and Procedures shall be confirmed accurate and/or updated as necessary by Directors not more than three (3) months after the last Annual General Meeting.

29. Appointments and Terms

- a) If a Director resigns from office before their term expires, the Directors may fill the vacancy by inviting one of the candidates for Director not successful in the preceding election to join the Board of Directors; or the Directors may appoint candidates from the general membership.
- b) The term of a Director appointed pursuant to bylaw 28(a) will be the same as the term of the person that they are replacing; the Director is eligible for re-election at the end of that term.
- c) If a Director is appointed from the general membership pursuant to bylaw 28(a), then that appointment must be ratified by a majority vote of the membership of the Association before the subsequent Annual General Meeting unless the appointment occurs less than 60 days before that Annual General Meeting.

30. President and Past-President

- a) The Past-President shall act as a Director during the term(s) of the incoming President whether or not the Past-President has been elected as a Director during the term of the incoming President.
  - i. The Past-President may only hold other positions on the Board of Directors if they are within an elected term.
- b) If, for any reason, the out-going President is unable to serve as Past-President, the out-going Past-President may be asked to serve another term as Past-President. This process may be followed sequentially back through former Past-Presidents until one is able to serve.
  - i. If the out-going President is re-elected as President by the Board for an additional year, the out-going Past-President, unless unable to serve, will retain the position of Past-President.
- c) The out-going Past-President will chair the first meeting of the Board after the Annual General Meeting, at which time the first order of business will be to fill the Board of Directors positions as in bylaws 27(a), 33 and 35 respectively. As the initial Chair at this meeting, the out-going Past-President is not eligible to vote in the election of the incoming President. The mechanism of bylaw 29(b) shall be used to assign a former Past-President as initial Chair if the out-going Past-President is not able to chair this meeting or stands for a return to the office of President.

- d) Once elected, the incoming President will take the chair of the meeting from the Past-President. The Past-President may remain on the Board as Past-President if the new President is the same Director who was President immediately prior to the meeting, having been elected by the Board for an additional year. The Past-President will retire if a different Director is elected by the Directors as President unless the circumstances of Section 29(b) apply.
31. Regional Directors and Directors-at-large
- a) Regional Directors shall be elected by membership ballot and shall have business addresses outside those areas commonly known as Metro Vancouver and Greater Victoria. Residential addresses are to be used for members with no current business address.
  - b) Directors-at-large shall be elected by membership ballot without consideration of place of business or residence, as the case may be.
  - c) The President and Vice-President shall be elected as Regional Director or Director-at-large by the membership and then shall be elected to these offices by Directors annually. Within their normal terms of office as elected by the membership, they may seek re-election by the Directors for another year in these roles at the first meeting of the Board after the Annual General Meeting.
  - d) The terms of office of Directors shall be for two years. They shall retire at the first meeting of the Board after the Annual General Meeting at the end of their second year of office. Retiring Directors may be re-elected to office.
  - e) Separate elections shall be held for Regional Directors and Directors-at-large.
  - f) An election may be by acclamation; otherwise it shall be by membership ballot.
32. The members may, by special resolution, remove a Director before the expiry of their term of office.
33. No Director shall be remunerated for being, or acting as, a Director, but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Association.
34. The Directors shall appoint a Registrar, who may, at the pleasure of the Board, attend and participate in meetings and/or committees of the Board. If the Registrar is a Director, they will retain all the same privileges of a Director. The Registrar is to be a member of the Association.
35. The appointed Registrar may be remunerated for their services according to a contract set up by the Directors.
36. The Directors shall appoint an Editor to be responsible for publishing the newsletter of the Association and may, at the pleasure of the Board, attend and participate in meetings and/or committees of the Board. If the Editor is a Director, they will retain all the same privileges of a Director. The Editor need not be a member of the Association.

37. The appointed Editor may be remunerated for their services according to a contract set by the Directors.
38. The Board may retain contractors, consultants, employees, or advisors (remunerated or not) as deemed necessary to carry out its purpose. The Board may assign titles such as Executive Director, Managing Director, Office Manager, Manager, Bookkeeper, Advisor, Staff, or any other title the Board sees fit. Such retained personnel or a designate from a retained company, may, at the pleasure of the Board, attend and participate in meetings and/or committees of the Board.

### **Protection from Lawsuits**

39. The Association, its officers, employees, Directors and volunteers shall not be liable for anything done in good faith as a result of any proceeding commenced under the bylaws.

## **PART 5**

### **Proceedings of Directors**

- a) The Directors may exercise all such powers and do all such acts and things as the Association may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in general meeting, but subject, nevertheless, to the provisions of:
    - i. all laws affecting the Association,
    - ii. these bylaws, and
    - iii. rules, not being inconsistent with these bylaws, which are made from time to time by the Association in general meeting.
  - b) No rule made by the Association in a General Meeting invalidates prior acts of the Directors that would have been valid if that rule had not been made.
- 40.
- a) No act or proceeding of the Directors shall be invalid only by reason of there being less than the prescribed number of Directors in office.
  - b) The Directors of the Association shall meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they see fit, however, the first meeting of the Directors after the Annual General Meeting must occur within 60 days of that meeting. Questions arising at any meeting shall be decided by a majority of the Directors then in office. The quorum necessary for the transaction of business of the Directors shall be four members.
  - c) Three Directors may, at any time, summon a meeting of the Directors, giving seven (7) days notice to all Directors of the place, day, or hour, and purpose of such meeting. Notice requirements of seven (7) days can be waived if all Directors provide consent to the President at any time prior to such meeting.

41.

- a) The President of the Association shall be chairperson of all meetings of Directors. If the President is not present at any meeting, either the Vice-President or the Past-President shall act as chairperson. If none of these Directors are present, the Directors present shall choose one of their number to be chairperson at that meeting.
- b) The Directors may delegate any, but not all, of their powers to committees consisting of Directors with any combination of members of the Association, the Registrar, Editor or retained personnel. A committee so formed shall, in the exercise of powers delegated to it, conform to any policies that may from time to time be imposed by the Directors, and shall report the act or thing done in the exercise of those powers to the next following meeting of the Directors.
- c) There may be standing or select committees. Standing committees address ongoing matters and may include, but are not limited to, the Continuing Professional Development Committee, Mentorship Committee, Ethics Committee, one or more Regional Committees, Nominations Committee, Practice Advisory Committee, Program Committee, Awards & Scholarships Committee, Communications & Networking Committee, Conference Committee, Budget & Finance Committee, Legislation & Policy Committee, Fellows Committee and Resolutions Committee. Select committees may be established to address matters anticipated to have a limited duration. The function of any committee shall conform to the policies laid down by the Directors. Any committee shall be chaired by a Director.
- d) Members of a committee may meet and adjourn as they think appropriate. A committee shall abide by the same rules or policies as those governing the Directors of the Association.

42. A Directors' meeting may, in special circumstances, be convened by a majority of the Directors. A resolution passed at such an extraordinary Directors' meeting shall be of the same force and effect as if it had been passed at an ordinary Directors' meeting, shall be recorded at the next meeting of the Directors and, if ratified, shall be effective as of the date stated upon the resolution.

43. The Directors shall cause minutes to be made for the purpose of recording:

- i. all appointments of officers, clerical staff, and others made by the Directors;
- ii. members of committees;
- iii. the names of Directors present at each meeting of the Directors;
- iv. minutes of all meetings of the Association and of the Directors which, when approved, shall be signed by the President and Secretary.

44. The Directors shall cause the preparation of a newsletter which shall be issued to the members at least semi-annually.





45. A Director who may be temporarily unavailable may send or deliver to the address of the Association a waiver of notice, which may be letter, telegram, telex, cable, e-mail, or other communications medium, of any meetings of the Directors, and may, at any time, withdraw the waiver. Until the waiver is withdrawn:
- i. no notice of meeting of Directors shall be sent to that Director, and
  - ii. any and all meetings of the Directors of the Association, notice of which has not been given to that Director, shall, if a quorum of Directors is present, be valid and effective.

## **PART 6**

### **Duties of the Officers**

46. The President shall preside at all meetings of the Association and of the Directors. The President is the chief executive officer of the Association and shall supervise the other officers in the execution of their duties.
47. The Vice-President and, failing them, the Past-President shall carry out the duties of the President during their absence and/or at their discretion.
48. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer who will be responsible for all duties listed in this section. If different Directors hold these offices the duties are distinguished as follows:

The Secretary shall, unless otherwise resolved by the Directors:

- i. keep minutes or ensure minutes of the meetings of the Association and of the Directors are made; and
- ii. assume other such duties as determined by the Board and/or as detailed in the APB Handbook of Policies and Procedures.

The Treasurer shall, unless otherwise resolved by the Board of Directors:

- iii. be responsible for the financial records including books of accounts; and
- iv. assume other such duties as determined by the Board and/or as detailed in the APB Handbook of Policies and Procedures.

49. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as the Secretary at that meeting.
50. Each Regional Director may coordinate the activities of one Regional Committee and shall chair that committee. A Director-at-large may chair a Regional Committee while there are no Regional Directors on the Board.
51. The Directors shall instruct the Registrar to conduct business in accordance with the *Society Act*. The Registrar's duties shall be to:
- i. maintain the Register and roll of members; and



- ii. assume other such duties as determined by the Board and/or as detailed in the APB Handbook of Policies and Procedures.
- 52. The Editor's duties shall be to:
  - i. produce a newsletter published in accordance with the schedule developed by the Board of Directors. This includes planning issue content, soliciting material, editing material, and coordination of layout, printing, and distribution of print and electronic versions; and
  - ii. assume other such duties as determined by the Board and/or as detailed in the APB Handbook of Policies and Procedures.

## ***PART 7***

### **Seal**

- 53. The Directors may provide a common seal for the Association and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- 54. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Directors or of a resolution of the Association.
- 55. Unless otherwise provided by resolution according to bylaw 54, the seal shall not be affixed to any instrument except in the presence of the President or the Vice-President of the Association and the Registrar or Secretary, and such members shall sign every instrument to which the seal of the Association is so affixed in their presence.
- 56. The Registrar may, without any other member present, affix the seal of the Association to a statement and sign it to certify that a member is registered and in good standing without any formal resolution outlined by bylaws 54 and 55.

## ***PART 8***

### **Borrowing**

- 57. In order to carry out the purposes of the Association, the Directors may, on behalf of and in the name of the Association, acquire, hold, charge, and dispose of real and personal property, and may do all things necessary to raise or secure the payment or repayment of money in such a manner as they decide and in particular, but without limiting the generality of the foregoing, by the issue of debenture.
- 58. No debenture shall be issued without the sanction of a special resolution.
- 59. The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next Annual General Meeting.



## ***PART 9***

### **Fiscal Year and Auditor**

60. The fiscal year for the Association shall be the calendar year.
61. The Directors shall cause true accounts to be kept of the sums of money received and expended by the Association and of the manner in which such receipts and expenditures were made, and of the assets and liabilities of the Association.
62. The books of accounts shall be kept at the office of the Association or at such other place as the Directors see fit. They shall be open at reasonable hours to the inspection of the Directors. Electronically accessible formats of the books of accounts are equivalent.
63. The Directors of the Association in General Meeting may determine the times, places, and conditions under which the accounts and books (or electronic versions of the same) of the Association shall be open to inspection by members of the Association other than Directors.
64. At each Annual General Meeting the Association shall appoint an auditor.
65. A statement of financial affairs shall be drawn up annually and such statement, together with the books of the Association shall be audited or reviewed by the auditor. A report, duly signed by such auditor, shall be presented to the Directors who shall cause such report, accompanied by a report of the Directors as to the state of the affairs of the Association, to be available to members at least 14 days prior to the Annual General meeting. Both reports shall be placed before each Annual general meeting.
66. The auditor may be removed by ordinary resolution.
67. The auditor shall be informed forthwith in writing of appointment or removal.
68. No Director and no employee of the Association shall be auditor.
69. The auditor may attend General Meetings.

## ***PART 10***

### **Notice to Members**

70. A notice may be given to a member, either personally or by mail or by electronic means, at their address as last recorded in the Register or the roll of the Association.
71. A notice sent by mail shall be deemed to have been given on the fifth day following that on which the notice is posted and, in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
72. A notice sent by electronic means shall be deemed to have been given on the fifth day following that on which the notice is sent and, in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and sent by the Association.
73. Notice of a general meeting
  - a) Notice of a general meeting shall be given to:

- i. every member shown on the Register of members on the day notice is given
  - ii. the auditor.
- b) No other person is entitled to receive notice of a general meeting.

## ***PART 11***

### **Member Receipt of Bylaws**

- 74. On being admitted to any category of membership of the Association, a member shall be given, without charge, a copy of these Constitution and Bylaws of the Association.
- 75. These bylaws shall not be altered or added to except by special resolution as outlined in the *Society Act*.