

A bylaw relating generally to the transaction of business and affairs of

**THE CANADIAN GEOTECHNICAL SOCIETY  
LA SOCIÉTÉ CANADIENNE DE GÉOTECHNIQUE**

**CORPORATE SEAL**

1. The seal of the Society shall be in the form as shall be prescribed by the provisional directors of the Society and shall have thereon both the English and French versions of the Society's name.

**HEAD OFFICE**

2. The head office of the Society shall be at such place in the Province of Ontario, Canada as the directors of the Society may from time to time determine.

3. The Society may establish such other offices and agencies elsewhere within Canada as the board of directors may by resolution determine.

**BOARD OF DIRECTORS**

4. The business and affairs of the Society shall be managed by a board of twenty-six directors, until changed by a by-law amendment. Any eight of the President, the Regional Directors and the Division chairs constitutes a quorum.

*(In 2005, the Board of Directors amended this by-law so that each local Section (Group, Chapter, Society) of the Canadian Geotechnical Society would be represented on the Board of Directors by a Section Director. Since several regions have more than one local section, the number of Directors is now larger than twenty-six. The actual number may vary from year to year depending on the activity levels of local sections. The duties and responsibilities of Section Directors are largely the same as those of the former Regional Directors.*

*This document replaces the former title 'Regional Director' with the new title 'Section Director' and includes modifications that flow from this amendment.)*

5. No person shall be qualified to hold office as a director who is:

- (a) less than twenty-one years of age;
- (b) of unsound mind and has been so found by a court in Canada or elsewhere;
- (c) not an individual;
- (d) a bankrupt;
- (e) not a member of the Society; or
- (f) removed from office by a resolution duly passed by two-thirds of the votes cast at meeting of those entitled to elect him/her duly called for the purpose.

6. The board of directors shall be constituted by the following persons who shall assume office as directors on January 1 of the year following their election.

- (a) a director elected by General Members who form themselves into locally organized Sections (Groups, Chapters, Societies) in approximately twenty Canadian cities. (These local organizations will hereafter be referred to as 'Sections'.) Each local Section is entitled to elect one Section Director by ballot mailed to each of such General Members or at a meeting of such General Members called for the purpose in accordance with the rules of the Section, provided such rules are fair and reasonable and not inconsistent with the by-laws of the Society. The Section Director may be the Chair of the local Section, a General Member of the local Section, or any other Member of the national Society that the local Section elects as their Section Director.

The Society also recognizes the following Regions (the boundaries of which are defined in the Attachment hereto)

- (i) British Columbia
- (ii) Northern Alberta, N.W. Territories & Yukon
- (iii) Southern Alberta
- (iv) Saskatchewan
- (v) Manitoba
- (vi) Northern and Eastern Ontario
- (vii) Southern Ontario
- (viii) Western Quebec
- (ix) Eastern Quebec
- (x) Atlantic Provinces *Depending on its number of active local Sections, a Region may be represented on the Board of Directors by one or more Section Directors.*

(b) President of the Society

Immediate Past President (ex-officio, non-voting, one year only)

President-Elect (ex-officio, non-voting, one year after Immediate Past President serves his/her one year term)

Vice-President Technical\*

Vice-President Finance\*

Vice-President Communications\* (*Note: The position of Vice-President Communications was added by a decision of the Board in October 2002.*)

Chairperson of the Cold Regions Geotechnology Division

Chairperson of the Engineering Geology Division

Chairperson of the Geoenvironmental Division

Chairperson of the Geosynthetics Division

Chairperson of the Hydrogeology Division

Chairperson of the Rock Mechanics Division

Chairperson of the Soil Mechanics and Foundations Division

Chairperson of the Geotechnical Research Board

Editor of the Canadian Geotechnical Journal (ex officio)

Editor of CGS News in Geotechnical News (ex officio)

Representative of the Canadian Society for Civil Engineering CSCE (non-voting)

\*Can be Incumbent Section Director

7. (a) Each of the directors referred to in paragraph 6(a) shall be elected for and serve a **term of three years.**

(b) The three-year terms of office are arranged in such a manner that each year, approximately one-third of the Section Directors complete their term of office and are replaced by newly elected directors.

(c) Each director can be re-elected only one more time but preferably not before a minimum of three years have elapsed since the termination of the first term. (*Note: In 2001, the Board of Directors, added the possibility of one additional year to the three-year term of a Section Director, subsequent to discussion and agreement. This additional year would follow the completion of the first three-year term.*)

(d) Elections for Section Directors shall be held on or before *1 August*. The term of office commences 1 January in the year following election.

(e) The names of the elected Section Directors shall be provided by the respective local Section executive to the Secretariat of the Society no later than the *15 August* of the year in which the

Section elects its director and shall be published in the December issue of the Society Newsletter and announced at the next Annual Meeting.

8. Chairpersons of the seven Society Divisions, namely Cold Regions Geotechnology, Engineering Geology, Geoenvironmental, Geosynthetics, Hydrogeology, Rock Mechanics and Soil Mechanics and Foundations Divisions shall be elected by and from amongst members of the respective Division's Executive Committee for a term of office of two years. The Chairperson can be re-elected only one more time but preferably not before two years have elapsed since the termination of the first term.

*(Note: In 2001, the Board of Directors, redefined the term of office of Division Chairs to three years, and added the possibility of one additional year, subsequent to discussion and agreement. This additional year would follow the completion of the first three-year term.)*

The names of the elected Chairpersons shall be provided to the Society Secretariat by 15 August of the year of the election and shall be published in the December issue of Geotechnical News and announced at the next Society annual meeting. The term of office commences on 1 January.

9. The elections of the Chairpersons of the Society Divisions shall be arranged in such a manner that preferably not more than three terminate their term of office in any one year.

10. The Chairperson of the Geotechnical Research Board (GRB) is, after broad consultation, selected and appointed by the Society President. The Chairperson of the GRB reports to the Society Vice-President Technical. The Chairperson is appointed for a three year, once renewable, term of office. The term of office commences on 1 January. The Chairperson is also a member of the Board of Directors for three years.

11. The office of a director shall be vacated:

(a) if he/she ceases to be qualified in accordance with section 5;

(b) if he/she dies;

(c) if he/she resigns by notice in writing to the Society (in which case such resignation shall be effective at the time the notice is received by the Society Secretariat or at the time specified in such notice, whichever is later) except if he/she is a director named in the letters patent such resignation shall only be effective upon the election or appointment of his/her successor; or  
(d) if at a special general meeting of members called for the purpose a resolution is passed by two-thirds of the votes cast that he/she be removed from office; or

(e) if not being an elected director he/she ceases to hold the office which qualified him/her as a director, provided that if any vacancy occurs for any reason among the voting directors, the remaining directors if a quorum is then in office, may by resolution fill the vacancy with a person who is a General Member of the Society, and who in the opinion of the directors would competently represent the region or division represented by the director whom he/she has replaced, or would competently fulfill the office of President. A director who is appointed to fill a vacancy on the board of directors shall hold office until the earlier of the next Annual Meeting or the election or appointment of a replacement by the region or division that elected his/her predecessor.

12. Meetings of the directors may be held at the time and place determined by the President or any four directors provided that five days verbal notice, or fourteen days' notice sent by mail, of such meeting shall be given to each director. No formal notice shall be necessary if all the directors are either present at the meeting or waive notice thereof in writing. The directors shall meet at least once each year to approve the financial statements and consider their report to the Members and to appoint officers.

13. If all the directors present at or participating in a meeting consent, a meeting of directors or committee of directors may be held by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously. A director participating in such a meeting by such means is deemed to be present at the meeting.

14. All matters arising at any meeting of directors shall be decided by a majority of the votes cast, unless otherwise provided in the letters patent or by-laws of the Society. In the event of an equality of votes cast on a resolution the Chairperson of the meeting, in addition to the vote he/she may have as a director, shall have a second or casting vote. All votes at directors meetings shall be taken by ballot if so demanded by any director present, but if no such demand be made, the vote may be taken by hand.

15. A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of the board or committee of the board, is as valid as if it had been passed at a meeting of the board or committee of the board, as the case may be. Any such resolution may be executed in several documents of like form each of which is executed by one or more directors and, when all of the directors have so executed, all such documents together shall constitute one resolution.

16. The directors may exercise all such powers of the Society as are not by the governing legislation or by these by-laws required to be exercised by the members at meetings.

17. Directors shall not receive, except in very special instances as defined by the Board of Directors, any remuneration for their services as directors and they are expected to pay their own expenses incurred in attending meetings of the board or a committee of the board and in connection with the business and affairs of the board provided that nothing herein shall be construed to preclude any director from serving the Corporation as an employee and receiving compensation as an employee.

18. The directors may authorize expenditures on behalf of the Society from time to time and may delegate by resolution to an officer or officers of the Society the right to employ and pay salaries to employees.

19. The board may appoint such agents and engage such employees, including officers and directors, as it may 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. The remuneration of all agents and employees shall be fixed by the board.

20. The board may enter into agreements with any professional or learned society, institution, association or corporation provided any such agreement furthers the objectives of the Society.

21. The Society Secretariat, located in the Society Head Office, shall give notice, as instructed by the President, of all meetings of the members and of the directors and shall make the necessary arrangements for the recording of all votes and taking of minutes of proceedings in the books dedicated to that purpose and kept in the Secretariat files.

#### **LIMITATION OF LIABILITY**

22. No director or officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Society through a deficiency of title to any property acquired by order of the

board for or on behalf of the Society, or for a deficiency of any security in or upon which any of the moneys of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the Society shall be lodged, or for any loss occasioned by an error of judgment or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto unless the same shall happen through his/her own dishonesty.

#### **INDEMNITY**

23. Every director and officer of the Society and his/her legal personal representatives shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against

- (a) all costs, charges and expenses whatever which such person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatever made, done or permitted by him/her in good faith in or about the execution of the duties of his/her office; and
- (b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs of the Society, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

#### **EXECUTIVE COMMITTEE**

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- (a) The Board may from time to time appoint from among its number an Executive Committee consisting of not less than five and not more than twelve directors who are entitled to vote. The Board may from time to time by resolution increase (to not more than twelve) or decrease (to not less than five) the number of members of the Executive Committee, remove directors from and appoint additional directors to, and fill any vacancies occurring in the Executive Committee. The members for the time being of the Executive Committee may, notwithstanding any vacancy therein, exercise all its powers so long as a quorum of such members remains in office.
  - (b) When the Board is not in session, the Executive Committee shall possess and may exercise all the powers of the directors, except those which require approval of the members of the Society or which are prohibited by the governing legislation and the regulations thereunder or as the directors may by resolution from time to time impose, and all such powers are hereby delegated to the Executive Committee.
  - (c) The Executive Committee shall have power (subject to any regulations imposed by the directors from time to time) to fix its quorum at not less than a majority of its members, to hold its meetings at any time and place within or outside Canada, to elect a chairperson from among its members and to otherwise make its own rules of procedure.
  - (d) The Executive Committee shall keep minutes of its proceedings, and such minutes shall be submitted as soon as is practicable to the board.
  - (e) The members of the Executive Committee shall not receive, except in very special instances as defined by the Board of Directors, any remuneration for their services as Committee members.

#### **OFFICERS**

25. The officers of the Society shall be the President, the Vice-President Technical, the Vice-President Finance, the Vice-President Communications, the Chairperson of the Cold Regions Geotechnology Division, the Chairperson of the Engineering Geology Division, the Chairperson of the Geoenvironmental Division, the Chairperson of the Geosynthetics Division, the Chairperson of the Hydrogeology Division, the Chairperson of the Rock Mechanics Division, the Chairperson of the Soil Mechanics and Foundations Division, the Chairperson of the Geotechnical Research Board and such other officers as the directors

may be by-law determine. *(The position of Vice-President Communications was added by Board decision in October 2002.)*

- (a) The President-Elect, starting in 1989, shall be elected by the General Members every two years by mail ballot or at the annual meeting of members, as the directors may by resolution determine, for a one-year term of office (for familiarization, without duties) followed by a two year term as President.
- (b) If the candidate for President (the President-Elect), nominated by the Society's Nominating Committee, remains unopposed, he/she is elected by acclamation and serves the three-year term of office, the first year for familiarization purpose (without responsibilities)
- (c) After the termination of the one-year familiarization term the President-Elect automatically assumes the office of the President for a two-year term of office.
- (d) If the President dies, resigns or ceases to be qualified as a Director during the first year of the two-year term of office the Vice-President Technical shall be appointed by the Board of Directors as Acting President until such time as the new President is elected.
- (e) As soon as the position of President becomes vacant, the Society's Nominating Committee shall immediately nominate its candidate for President
- (f) If the President dies, resigns or ceases to be qualified as Director during the second year of the two-year term of office, the incumbent President-Elect resigns his/her position and assumes the position of the President for the remainder of the term. He/she remains as President for another two-year term of office. The Board proceeds with the election of a new President-Elect.
- (g) If the President-Elect dies, resigns or ceases to be qualified as a Director during the familiarization one year period and the position becomes vacant the Society's Nominating Committee shall immediately nominate its candidate for President-Elect
- (h) The Secretariat shall appropriately advise all members of the need to elect a new President (President-Elect) Members are also advised of the nominee for President (President-Elect) as selected by the Society's Nominating Committee. Members are given the opportunity to nominate other candidates for President (President-Elect) if they so wish. Any nomination by members must be submitted within two weeks of the issuing of the notice by the Secretariat and must have the written support of at least 18 (eighteen) general members as evidenced by their signatures and a statement by the candidate expressing his/her willingness to serve. In case of more than one candidate for President (President-Elect) the Secretariat shall organize and conduct a mail ballot.
- (i) If the Vice-President Technical, Vice-President Finance, Vice-President Communications, or any elected officer dies, resigns or ceases to be qualified as a Director or Officer, the Board of Directors, at the recommendation of the President, shall appoint his/her successor who will serve for the remainder of the term.
- (j) At the first meeting of the directors following the election of President-Elect and Directors, starting in 1995, the President-Elect shall recommend and the Board shall appoint for a one-year term of office (without duties, for familiarization):
  - (1) from among Society members, a Vice-President Technical elect, a Vice-President Finance elect, a Vice-President Communications elect, and
  - (2) such other officers who need not be members of the Society, as the directors may by resolution determine;
- (k) After the termination of the one-year familiarization term, the Vice-Presidents Elect automatically assume the office of respective Vice-President for a two-year, once renewable, term of office.
- (l) If a Vice-President Technical elect dies, resigns or ceases to be qualified as a Director or Officer, the Board of Directors, at the recommendation of the Vice-President Technical, shall appoint his/her successor who will serve for the remainder of the term

(m) If the Vice-President Finance Elect dies, resigns or ceases to be qualified as a Director or Officer, the Board of Directors, at the recommendation of the Vice-President Finance, shall appoint his/her successor who will serve for the remainder of the term,

(n) If the Vice-President Finance Communications Elect dies, resigns or ceases to be qualified as a Director or Officer, the Board of Directors, at the recommendation of the Vice-President Communications, shall appoint his/her successor who will serve for the remainder of the term

(o) In default of appointment, an incumbent officer shall hold office until a successor is duly elected or appointed. Any vacancy occurring from time to time in such offices may be filled by the Board.

26. The member appointed to serve as Vice-President Technical, Vice-President Finance, or Vice-President Communications can be reappointed to this position no more than one time, either consecutively or at some other time.

27. The President shall be the chief executive officer of the Society, and shall preside at all meetings of the members and of the directors. He/she shall have the general and active management of the business of the Society and shall be responsible for implementation of all resolutions of the Board.

28. The President-Elect, the Vice-President Technical-Elect, the Vice-President Finance-Elect and the Vice-President Communications-Elect shall have no formal duties or responsibilities during their one-year term of office. They may agree to assume assignments that the President from time to time may wish them to undertake.

29. The Vice-President Technical shall act as the technical liaison with local organizations and the Society Divisions, serve as an ex-officio member on the executive of the Geotechnical Research Board and of Divisions and encourage technical activities within and coordinate technical activities amongst the Divisions; be responsible for the creation and supervision of Society technical Committees and Task Forces; be responsible for the selection of the speaker and for the organization of the Cross Canada Lecture Tour; be co-responsible, with Divisions Chairpersons, for the appointment of the Society's representative(s) to technical committees or organizations outside the Society and for the handling of international technical matters for the Society, and be co-responsible, with the Chairperson of the Geotechnical Research Board, for the selection of the Colloquium speaker.

30. The Vice-President Finance shall keep or cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the Society and, under the direction of the board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; he/she shall prepare budgets for approval of the board as the board may from time to time request; he/she shall render to the board an account of all transactions and the financial position of the Society, provided that any other officer appointed by the board may be assigned the responsibility and duty of presenting to the board an account of the financial affairs and position of the Society. The Vice-President Finance shall be the custodian of the seal of the Society.

31. The Vice-President Communications shall be responsible for all aspects of communication of the Society with its members, including relations with the Editor of CGS News; the publishers of Geotechnical News; the Editor of the Canadian Geotechnical Journal; the NRC Journals of Research, specifically the Canadian Geotechnical Journal; the Society's website; publication and management issues associated with the Society's technical manuals such as the Canadian Foundation Engineering Manual; for developing policies related to communications issues; and for preparing a written report on all activities to the Board of Directors each year.

32. During the absence or inability of the President, his/her duties may be performed and his/her powers may be exercised by a member of the Society Executive appointed by the President or elected by a majority vote of the Executive.
33. The Chairperson of the Cold Regions Geotechnology Division shall be responsible for the encouragement and organization of activities related to cold regions geotechnology.
34. The Chairperson of the Engineering Geology Division shall be responsible for the encouragement and organization of activities related to engineering geology.
35. The Chairperson of the Geoenvironmental Division shall be responsible for the encouragement and organization of activities related to geotechnical environmental issues and problems.
36. The Chairperson of the Geosynthetics Division shall be responsible for the monitoring, stimulation and promotion of activities related to geosynthetics.
37. The Chairperson of the Hydrogeology Division shall be responsible for the encouragement and organization of activities related to hydrogeology.
38. The Chairperson of the Rock Mechanics Division shall be responsible for the encouragement and organization of activities related to rock mechanics science and engineering.
39. The Chairperson of the Soil Mechanics and Foundations Division shall be responsible for the encouragement and organization of activities related to soil mechanics and foundations science and engineering.
40. The Chairperson of the Geotechnical Research Board shall be responsible for the monitoring, stimulation and promotion of research in geotechnical engineering for the benefit of Canada.
41. The President represents the Society nationally and internationally. The President can delegate, on a temporary or permanent basis, specific representations to one or more Society officials or members.
42. The officers shall not receive any remuneration for their services as officers of the Society.

#### **NOMINATING COMMITTEE FOR PRESIDENT-ELECT**

43. A Nominating Committee consisting of the incumbent President, a Past President and two General Members who presently do not hold nor have during the past three years held the position of Society Director, shall be appointed by the Board of Directors at the annual meeting. The incumbent President acts as Committee Chairperson. The Nominating Committee shall nominate one Society General Member as the candidate for the election to the position of President-Elect. In case of a tied vote the Chairperson shall cast the deciding vote. The Nominating Committee Chairperson shall inform the Society Secretariat in writing of the identity of their nominee *by not later than 1 January* of each second year (the first year of the incumbent President's 2 year term of office). The call for nominations for candidates for President-Elect and the name of the candidate for this position nominated by the Nominating Committee are published in the March issue of the Society Newsletter (CGS News)

44. If the Chairperson or a member of the Committee dies, resigns or ceases to be qualified to serve on the Committee the Board of Directors shall appoint his/her successor who will serve for the remainder of his/her term.

45. The Committee Chairperson and members shall not receive any remuneration for their services on the Committee.

46. Any Society general member may nominate a candidate for election to the position of President-Elect and must inform in writing the Society Secretariat of the identity of the candidates by not later than **15 June** of the election year. Any such nomination shall have the written support of at least 18 general members as evidenced by their respective signatures and the statement of the candidate expressing his/her willingness to serve if elected.

47. If the candidate for President-Elect, nominated by the Society's Nominating Committee, remains unopposed he/she is elected by acclamation.

48. When the President-Elect is to be elected at the Annual Meeting, the Secretariat of the Society shall, together with the notice of the Annual Meeting of members, notify the members of the name of each person nominated for the position of President-Elect of the Society. When the President-Elect is to be elected by mail ballot the name of each nominee shall be printed on the ballots mailed out to the members for that purpose, and the name of the candidate who has received the largest number of votes shall be announced at the Annual Meeting for that year. Such candidate shall become President-Elect.

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- (a) Where the President-Elect is to be elected by mail ballot, the Secretariat shall cause a ballot for the office of President or President-Elect to be prepared and mailed by prepaid first class mail to the General Members on or before July 15th of the year of such election.
  - (b) The Secretariat, if so directed by resolution of the directors, shall cause to be mailed with the ballots or published in a Society publication a short description of each candidate, as supplied by the candidate, such description, including the name, not to exceed one hundred words
  - (c) The Board of Directors shall specify the last date for the receipt of completed ballots which date shall not be earlier than twenty-one days after mailing or later than thirty days prior to the Annual Meeting for that year.
  - (d) The procedure to be followed in all respects in counting the ballots shall be prescribed by the regulations passed by the directors from time to time.

## **MEMBERSHIP**

50. There shall be six classes of members of the Society:

(a) **Member**

One who, by virtue of a university degree or equivalent, is learned in the field of geotechnical engineering, engineering geology, hydrogeology, rock engineering or other related sciences, and who is actively engaged in one or more of these fields.

(b) **Associate Member\***

One who is actively engaged in or provides essential contributions to the geotechnical and geoscience field.

(c) **International Member**

One who satisfies the requirements for Member but is living in a country other than Canada.

(d) **Student Member**

One who is pursuing full time studies at an educational institution recognized by the Society Board of Directors.

**(e) Retired Member**

One who has been a member or associate member, is retired and no longer employed, but wishes to continue membership in the Society.

**(f) Second Society Member**

One who is a member of another Engineering Institute of Canada Member Society and who wishes, for a reduced fee, to be also a member of CGS.

\* In October 2006, the Board of Directors decided not to continue with the class of Associate Member.

51. Those above listed are referred to as General Members.

52. Membership in the Society shall be limited to persons interested in furthering the objectives of the Society and whose applications for admission as a Member, Associate Member, Student Member or Retired Member have been approved by the directors or person(s) to whom this authority was delegated.

53. Individuals who are members in good standing of any Member Society of the Engineering Institute of Canada and who apply in respective Societies to become Second Society members of the Canadian Geotechnical Society, become such members when their membership fees are received and their membership approved by CGS.

54. Each member shall pay such fees in such amounts and at such times as the Board of Directors of the Society from time to time determine.

55 (a) A member may resign from the Society by mailing or delivering to the Society a written resignation from membership, and the resignation shall become effective upon receipt thereof by the Society. The resigning member shall remain liable for payment of all membership fees, assessments and other sums levied or which become payable to the Society prior to the effective date of resignation.

(b) The board may terminate the membership of a member for failure to pay his/her membership fees or assessments payable to the Society within ninety days after the due date. This can only be done after the Society has made written demand for payment and such demand remains unsatisfied for more than thirty days

(c) A member may be expelled from the Society for conduct which, in the opinion of the directors, constitutes conduct unbecoming to the Society or unworthy of a member.

(d) In the case of a proposal to expel a member, the member shall be given written notice of any resolution to expel the member and of the time and place at which such resolution will be considered by the directors and an opportunity to be heard by the directors or a committee thereof before the directors vote on such resolution. A resolution for the expulsion of a member must be approved by two-thirds (2/3) of the directors entitled to vote.

56. Only General Members may vote. Each General Member shall have one vote.

57. The annual meeting of the members of the Society shall be held annually in conjunction with the annual Canadian Geotechnical Society Conference provided that in any event the annual meeting shall take place not more than fifteen months after the last preceding annual meeting at the head office of the Society or elsewhere in Canada and at such time as the directors determine. At each annual meeting the members shall receive the financial statements, the report of the auditor thereon and a report of the directors, appoint the Society's auditors and consider other matters properly brought before the

meeting, including election of the President and President-Elect or receipt of the results of the ballot for election of the President and President-Elect.

58. Any group of members, which numbers not less than ten percent of paid up voting members of the Society at that time, can request the holding of a special meeting of members. Such a request, signed by all requesters, shall be submitted to the Society President who shall immediately initiate all actions required and necessary to convene the requested members meeting.

59. Fourteen days prior written notice shall be given by prepaid first class mail or by publication in the Society Newsletter mailed to each member of the annual meeting and each general meeting of members. The notice shall also remind members that, if unable to attend, they have the proxy right. Thirty General Members present in person or by proxy at the meeting shall constitute a quorum.

60. A General Member may submit to the Society a written notice of any matter that he/she proposes to raise at the annual meeting provided that such notice is received by the Society Secretariat not less than sixty days before the day of the meeting of General Members. A meeting of members may not deal with matters of substance unless notice has been duly given in the notice calling the meeting.

61. When such or any other special business will be conducted at a members meeting, the notice for such a meeting shall contain sufficient information for members to form a reasoned judgment.

62. A General Member may in writing signed by him/her appoint as his/her proxy any other General Member to attend and act for him/her at any meeting of members. A General Member may carry no more than three proxy votes.

63. At all meetings of members each question shall be determined by a majority of votes cast unless otherwise specifically provided by the governing legislation or by these by-laws.

64. Every question submitted to any meeting of the members shall be decided in the first instance by a show of hands of the voting delegates, each of whom shall be entitled to one vote. After a show of hands, the Chairperson of the meeting or any member present may demand a poll. Unless a poll be so demanded, a declaration by the Chairperson of the meeting that a resolution has been carried or carried by a particular majority or not carried shall be a sufficient determination of the matter and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of votes cast in favour of or against the motion. A demand for a poll may be withdrawn at any time prior to the taking of the poll. If a poll is demanded on any question, it shall be taken in such manner as the Chairperson of the meeting directs. Upon a poll, each member present in person or by proxy shall be entitled to one vote and the result of the poll on the question shall be the decision of the Society at any meeting of members.

65. In the case of an equality of votes at any meeting of members, either upon a show of hands or a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.

66. The Chairperson may, with the consent of any meeting, adjourn the same from time to time and no notice of such adjourned meeting need be given to members, except that when a meeting is adjourned for thirty days or more, ten days' notice of the adjourned meeting shall be given in the manner for calling meetings. Any business may be brought before or dealt with at any adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice calling such original meeting.

67. At any meeting of the members of the Society, one or more scrutineers may be appointed by resolution of the meeting, or by the Chairperson with the consent of the meeting to serve at that meeting.

68. The provisions of these by-laws respecting the giving of the notice and procedure at meetings of members of the Society shall apply mutatis mutandis to meetings of the members resident in each of the regions, save and except that a quorum for such meetings shall be ten per cent of the regional members who are also General Members of the Society.

69. The Board of Directors may from time to time adopt any rules and regulations which they may deem proper to govern their own procedure and the procedure at meetings of members which are not inconsistent with the governing legislation, the letters patent of the Society or these by-laws.

#### **CORPORATE SPONSORS OF CGS**

70. *Following a decision of the Board of Directors in October 2002, organizations that provide financial support for the activities of the Society may be designated Corporate Sponsors of the Canadian Geotechnical Society. It is emphasized that this is not a category of membership. General members remain restricted to the categories listed earlier. Minimum annual sponsorship fees shall be established from time to time by the Board of the Society. They shall be related to the number of professionals employed by the organization who are eligible to be General Members. The fee schedule is independent of the number of corporate offices in Canada. Corporations may wish to contribute more than the specified amounts in each category.*

71. Benefits of being a Corporate Sponsor of CGS shall include, but shall not be limited to

- (a) use of the CGS logo on corporate literature in combination with the attached text *Corporate Sponsor of CGS*,
- (b) publication of a list of Corporate Sponsors in Geotechnical News, on the CGS website, and in the registration package for each annual Canadian Geotechnical conference,
- (c) links to the websites of the Corporate Sponsors from the CGS website.

72. A Corporate Sponsorship Committee, reporting to the Vice-President Finance, shall co-ordinate CGS activities related to the sponsorship program.

#### **GENERAL AMENDMENT OF BY-LAWS**

73. Subject to the provisions of the governing legislation, by-laws of the Corporation may be enacted, amended or repealed by a majority of the votes cast at a meeting of the directors and sanctioned by an affirmative vote of at least two-thirds of the votes cast by mail ballot or at a Special General Meeting of the members duly called for the purpose of considering the said by-law, provided that the repeal or amendment of any by-law shall not be enforced or acted upon until the approval of the Minister as defined in the governing legislation has been obtained.

#### **FINANCIAL YEAR**

74. The financial year of the Society shall end on the 31st day of December of each year.

#### **AUDITORS**

75. The members shall at each annual meeting appoint an auditor to audit the accounts of the Society to hold office until the close of the next annual meeting. The remuneration of the auditor shall be fixed by the board of directors.

**SIGNATURE AND CERTIFICATION OF DOCUMENTS**

76. All contracts, documents, instruments and agreements requiring the signature of the Society, shall be signed by the President and any one of the Section Directors and all contracts, documents, instruments and agreements so signed shall be binding upon the Society without any further authorization or formality. The board may from time to time by resolution appoint an officer or officers or any other person on behalf of the Society either to sign contracts, documents, instruments and agreements generally or to sign specific contracts, documents, instruments and agreements. The seal of the Society when required may be affixed to contracts, documents, instruments and agreements so signed.

**BANKING**

77. The Society’s bank account or accounts shall be kept at such banks or trust companies and on such terms as the board may from time to time determine.

**OMISSION AND ERRORS**

78. The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

**WAIVER OF NOTICE**

79. Any member (or his/her duly appointed proxy), director, officer or auditor may waive any notice required to be given under the governing legislation, letters patent or by-laws of the Society and such waiver, whether given before or after the meeting.

**NOTICE**

80. Any written notice required to be given under the governing legislation, letters patent or by-laws of the Society may be sufficiently given if it is published in the Society Newsletter, provided that the publication of the notice is in accordance with the prescribed time period for such notice.

81. In these by-laws the singular shall include the plural and the plural the singular.

IN WITNESS WHEREOF we have hereunto set our hands

this day of 19

**THE CANADIAN GEOTECHNICAL SOCIETY**

President: \_\_\_\_\_

Vice-President Technical \_\_\_\_\_