

BY-LAW 2004-1

Section A
DEEDS, TRANSFERS AND OTHER INSTRUMENTS

Documents requiring the signature of the Association of Ontario Land Surveyors, may be signed by the President, the Vice-President or by the Treasurer or by a person designated by Council, and the seal of the Association shall be affixed to such instruments as require the same. Two signatures shall be required on all documents.

The Council may at any time and from time to time, direct the manner in which any particular documents of the Association or any class thereof, may or shall be signed and the corporate seal shall be affixed to such instruments as require the same.

Section B
BANKING AND FINANCE

1. The Council shall approve or authorize or provide for the application of the funds of the Association in payment of all expenses properly incurred in the conduct of the affairs of the Association including without limiting the generality of the foregoing:
 - a) Payment of all expenses incurred in connection with duties imposed on the Association under the Act.
 - b) Payment of remuneration of officials and employees of the Association and payment of all other expenses, including the cost of maintenance of the premises, incurred in the operation of the headquarters of the Association.
 - c) Payment of expenses incurred in the provision of such incidental services to encourage and assist members in the development of professional competence and conduct and in carrying on the practice of professional land surveying, and as are consistent with the service and protection of the public interest in accordance with the objects of the Association.
2. All money received by or on behalf of the Association shall be deposited in the name of the Association in one or more financial institutions designated by the Council. All payments from the funds of the Association shall be made by cheque, signed by the Treasurer or such other person, as may be authorized for such purpose by the Council.
3. Funds of the Association, not immediately required, may be invested and reinvested from time to time.
4. All shares and securities owned by the Association shall be registered in the name of the Association and shall be lodged with a chartered bank or trust company or in a safety deposit box, subject to access only by such persons as authorized by Council.
5. Without in any way derogating from the powers otherwise conferred upon the Council, the Council is expressly empowered from time to time to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, building and other property, moveable or immovable, real or personal, or any interest therein owned by the Association for such consideration and upon such terms and conditions as the Council may deem advisable.
6. The Executive Director, the Treasurer, the Registrar and other employees and signing officers shall be bonded under fidelity bonds of guarantee companies and in such amounts

as may be approved or determined by the Council. The cost of all such bonds shall be paid by the Association.

7. The Council may, from time to time:
 - a) Borrow money upon the credit of the Association in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise,
 - b) Issue debentures or other securities of the Association,
 - c) Sell or pledge any securities owned by the Association including bonds, debentures or debenture stock for such sums on such terms and at such prices as they may deem expedient,
 - d) Assign, transfer, convey, hypothecate, mortgage, pledge, charge or give security in any manner upon all or any of the real or personal movable or immovable property, rights, powers or other assets, present or future, in the Association, to secure any such securities or other securities of the Association or any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise, of the Association heretofore now, or hereafter made or incurred, directly or indirectly or otherwise.
8. Any or all of the powers set forth in section 7 may, from time to time, be delegated by the Council to any two or more of the Councillors, officers, or officials of the Association.

Section C

FINANCIAL STATEMENTS AND THE MAKING OF AN AUDIT

1. The Council shall lay before each annual meeting of the members, a financial statement of the previous fiscal year of the Association made up of a balance sheet as at the end of such fiscal year and statements of revenue and expenditure and members' equity for such fiscal year together with the report of the Association's auditor on the financial statement. The financial statement with a summary of the auditor's report shall be published in the annual report of the Association after its approval by the Council.
2. The financial year of the Association shall be the calendar year.
3. There shall be appointed by Council an auditor who shall audit the books of the Association at least once during the financial year, and if an appointment is not so made, the auditor in office shall continue in office until a successor is appointed.

Section D

REMUNERATION

1. The Council may authorize or provide for:
 - a) payment of reasonable travelling and other expenses properly incurred by members of the Council,
 - b) payment of reasonable travelling and other expenses and remuneration properly incurred by the members of Committees, Association staff or members of the Association when undertaking work for the Association.

Section E

MEETINGS AND DUTIES OF COUNCIL

1. The affairs of the Association shall be managed by its Council.
2. Meetings of the Council may be called by the President or any three members of Council.
3. Notice of each meeting of the Council shall be given by the Executive Director to each member of Council at least five days before the date of the meeting. Such notice may be waived by all members of Council for special meetings.
4. When present, the President of the Association shall preside at all meetings of Council. In his absence, the Vice-President shall chair the meeting.
5. A resolution signed by all members of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly called and held.
6. Except by invitation of, or consent of the Council, no persons other than Association Members as observers, members of the Council or officers of the Association shall be present at meetings of the Council. Council may hold any meeting or any portion of a meeting in-camera thereby excluding anyone it deems appropriate.
7. The transactions of the Council are valid notwithstanding disqualification of any member thereof through any defect or irregularity in his election or appointment. No error or omission in giving notice of a meeting of Council shall invalidate such meeting and any

member of the Council may, at any time, waive notice of any such meeting and ratify and approve of any or all of the proceedings taken or had thereat.

8. a) Council shall appoint areas of responsibility to elected Councilors within 10 days of installation in office. Councilors shall advise Council by reports at regular meetings of their areas of responsibility.
- b) Council shall designate by resolution, the standing committees from time to time and assign the same.

Section F

MEETINGS OF THE MEMBERSHIP

1. There shall be an Annual General Meeting of the Association held each year.
2. Upon the written request of any thirty-five (35) members of the Association in good standing, or by resolution of Council, the President or, in his absence, the Registrar, shall call a Special General Meeting to be held at a time not more than sixty (60) days after the receipt of such a request or the passing of such a resolution.
3. At least thirty (30) days before the Annual General Meeting or any Special General Meeting, the Registrar shall mail to each member of the Association, at his or her address or record, a notice setting out the time and place of the meeting.
4. Fifteen (15) members shall form a quorum at any general meeting of the Association for the transaction of business.
5. The President or his appointee shall preside at all meetings of the Association.
6. a) The following shall be included in the business at the Annual General Meeting.
 - 1) Approval of the minutes of the previous General Meeting or Special General Meeting
 - 2) Reports and Papers
 - 3) Open Forum
 - 4) New Business
- b) All motions shall be in writing and shall contain the names of the mover and seconder, and shall be read from the chair before being discussed.
- c) No member shall speak on any subject more than once, save the introducer of the subject, who shall be entitled to reply. Each member, however, shall have the right to explain his or her views subject to the discretion of the chairman.
- d) Voting at any general meeting may be by a show of hands.
- e) The procedure at all meetings of the Association shall be according to Sturgis' Standard Code of Parliamentary Procedure.

Section G
SEALS AND OFFICIAL CRESTS

1. The Corporate seal of the Association shall be in the form indicated in Figure 1, below.
2. The official crest of the Association shall be in the form indicated in Figure 2, below. Members may use the crest on letterhead, business cards or signs, provided that the word "member" appears in legible form, immediately below.
3. The seal of the members of the Association shall be in the form indicated in Figure 3, below.



Fig. 1



Fig. 2



Fig. 3

Section H
OFFICERS OF THE ASSOCIATION

1. Council shall appoint from time to time an Executive Director, a Registrar, and such other professional staff as may be required to carry out the duties of the Association.
2. Council shall appoint from time to time a Treasurer.
3. Remuneration of all full-time professional staff shall be approved by motion of Council.

Section I
REGIONAL GROUP BY-LAW

1. In this By-law:
 - a) "Surveyor" shall mean a member of the Association;
 - b) "Council" shall mean Council of the Association;
 - c) "AOLS Office" shall mean the head office of the Association of Ontario Land Surveyors;
 - d) "Executive Director" shall mean the Executive Director of the Association of Ontario Land Surveyors;
 - e) "Region" shall mean a geographical division of the Province of Ontario;
 - f) "Regional Group" shall consist of the surveyors within a region who are members of the group formed in that region in accordance with the provisions of this By-law;
 - g) "Regional Chair" shall mean the duly elected chair of any Regional Group;

- h) "Chapter" shall mean a sub-group within the framework of the Regional Group.
2. There shall be eight (8) Regional Groups, the boundaries of which shall be fixed by motion of Council. Any change in the boundaries shall be determined by resolution of Council, upon a joint application from the Regional Groups affected.
 3. Any surveyor who is resident in or practises in, or whose usual place of business or employment is in a region, shall be eligible for membership in that Regional Group.
 4. The Regional Groups shall be identified as follows:
 - a) Eastern Regional Group
 - b) Georgian Bay Regional Group
 - c) Hamilton & District Regional Group
 - d) Kawartha-Haliburton Regional Group
 - e) North Eastern Regional Group
 - f) North Western Regional Group
 - g) South Central Regional Group
 - h) South Western Regional Group
 5. Each Regional Group shall, at all times, operate within the framework of the Association of Ontario Land Surveyors, observing and conforming to all the statutes, by-laws and regulations made on its behalf, failing which, Council may, by resolution, withdraw its recognition of such group.
 6. Each Regional Group constitution and subsequent amendments thereto shall be approved by Council.
 7. The Executive Officers of a Regional Group shall consist of:
 - a) an elected Regional Chair;
 - b) an elected Regional Vice-Chair; and,
 - c) such additional executive officer or officers as set out in the Regional Group Constitution.
 8. The Executive Officers shall be responsible to Council for the conduct of the affairs of each Regional Group and shall submit an annual report to Council prior to the 10th day of December, which report shall cover the activities of the Regional Group for the preceding 12-month period.
 9. A Regional Group shall be operated by its executive and members on the highest ethical plane, countenancing no action in itself or any of the members liable to bring the profession, the Association, or any other Regional Group, into disrepute.
 10. A Regional Group shall undertake only such actions and pursue such policies between the Regional Group and the public as are approved by Council.
 11. The following areas of activity are among those deemed appropriate for Regional Groups:
 - a) Communication - as between individual members, members and their Regional Groups, Regional Groups and the Association, Regional Groups and other Regional Groups.
 - b) Professional Welfare - as regarding work availability and local problems.

- c) Professional Development - as regarding the development of administrative, managerial, and other non-technical and technical abilities of members which have bearing of professional status and, ultimately, the status of the profession as a whole.
- d) Public Relations and Community Service - as a means of providing a regional representation of the profession which is able, with the approval of Council, to act in both the public interest and in the interest of the profession.
- e) Technical Problems - as a means of discussing and advising fellow surveyors on technical and survey-related problems.
- f) Chapters - when requested by 60% of the surveyors affected, a Regional Group may, by by-law, designate any group of surveyors practising within its boundaries as a Chapter of the Regional Group and may define the geographical boundaries of the Chapter.
 - i. The Chapter shall, at all times, operate within the framework of the Regional Group, observing, at all times, any by-laws made on its behalf, failing which, the Regional Group may rescind the by-law recognizing the Chapter.
 - ii. A Chapter shall undertake only such actions and pursue such policies between the Chapter and the public as approved by the Regional Group and Council.

By-laws 88-1, 88-2 and 88-3 of the Association shall be rescinded and the same are hereby repealed.