



Integrated
Cadastral
Information
Society

ICIS

Constitution and Bylaws

Revision History

Version	Date of Issue	Author(s)	Brief Description of Change
1	May 10, 2001	Board of Directors	<ul style="list-style-type: none">Adoption of Constitution and Bylaws of the Integrated Cadastral Information Society.
2	March 16, 2004	Board of Directors	<ul style="list-style-type: none">Constitution and Bylaws of the Integrated Cadastral Information Society amended.
3	June 22, 2006	Board of Directors	<ul style="list-style-type: none">Constitution and Bylaws of the Integrated Cadastral Information Society amended.
4	June 7, 2007	Board of Directors	<ul style="list-style-type: none">Constitution and Bylaws of the Integrated Cadastral Information Society amended.
5	June 27, 2008	Board of Directors	<ul style="list-style-type: none">Constitution and Bylaws of the Integrated Cadastral Information Society amended.
6	July 28, 2011	Board of Directors	<ul style="list-style-type: none">Constitution and Bylaws of the Integrated Cadastral Information Society amended.
7	September 19, 2011	Board of Directors	<ul style="list-style-type: none">Constitution and Bylaws of the Integrated Cadastral Information Society amended and approved.

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1 Society Information

- 1.1 The name of the Society is the Integrated Cadastral Information Society (ICIS).
- 1.2 The purpose of the Society is to develop, maintain and contribute a common province-wide cadastral fabric and other related data sets for the use of the members of the Society.
- 1.3 On dissolution of the Society, its assets will be transferred to an organization that will continue to promote the objectives for which the Society was established. This provision is alterable.

2 Bylaws - Interpretation

- 2.1 In the Bylaws, unless the context otherwise requires:
 - ‘Directors’** means the Directors of the Society for the time being.
 - ‘Society Act’** means the *Society Act* of British Columbia from time to time in force and all amendments to it.
 - ‘Register of Members’** means the member’s contact information as received from the member and maintained by the Society.
- 2.2 The definition in the *Society Act* on the date these Bylaws become effective apply to these Bylaws.
- 2.3 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

3 Membership

3.1 General Membership Information

- 3.1.1 The Directors shall establish terms and conditions of membership in the Society and the terms and conditions of the Data Sharing and Licensing Agreement.
- 3.1.2 An organization may apply for membership in the Society and may be granted membership status on approval by the Board appointed Membership Committee.
- 3.1.3 Every member must uphold the Constitution and comply with the Bylaws and the terms and conditions of membership.

3.2 Termination of Membership

3.2.1 Membership in the Society may be terminated for just cause by a resolution supported by a majority of the Board of Directors after a member has been notified of the proposed action and given one month in which to respond. Cause for termination of membership shall be actions deemed detrimental to the objectives of the Society, or for non-payment of dues or any Society fees.

3.2.2 An organization ceases to be a member of the Society:

- a) By failing to comply with the Bylaws and/or term and condition of the membership.
- b) By delivering its resignation in writing to the secretary of the Society or by mailing it to the address of the Society.
- c) On dissolution of the member organization.
- d) On being expelled by a resolution of the Directors, as set out in Section 3.2.1

3.3 Membership Classes

Membership of the Society shall consist of eight (8) Membership Classes. Membership is awarded to organizations, not individuals. Organizations shall designate a primary contact for purposes of official business. The Membership classes are:

- a) Charter Membership Class
- b) Local Government Membership Class
- c) Provincial Government Membership Class
- d) Federal Government Membership Class
- e) Utility Membership Class
- f) First Nation Membership Class
- g) Associate Membership Class
- h) Affiliate Membership Class

3.3.1 Charter Membership Class

The Charter Membership Class shall include members of the following Membership Classes and is restricted to those named below at the inception of the Society.

- a) Local Government Membership Class
- b) Provincial Government Membership Class
- c) Utility Membership Class members:
 - Terasen Gas Inc.
 - British Columbia Hydro and Power Authority
 - Shaw Cablesystems G.P.
 - TELUS Communications Co.
 - Spectra Energy
 - The successors of any of the above

3.3.2 Local Government Membership Class

The Local Government Membership Class shall consist of:

- a) Entities covered by the *Local Government Act* or the *Community Charter*
- b) The City of Vancouver

All Local Governments are automatically Charter Members of the Society but may not exercise the rights of membership until they have signed the current Data Sharing and License Agreement approved by the Society and delivered the data covered by the terms of that agreement.

3.3.3 Provincial Government Membership Class

The Provincial Government Membership Class shall consist of the Provincial Government Ministries, BC Assessment Authority, and Land Title and Survey Authority.

3.3.4 Federal Government Membership Class

The Federal Government Membership Class shall consist of the Federal Government Ministries.

3.3.5 Utility Membership Class

The Utility Membership Class shall consist of any organization operating within the province of British Columbia which has as its purpose the installation and operation of physical infrastructure to provide power, telecommunications, oil and gas gathering, transmission, and distribution or rail services and are regulated under any of the following Agencies and/or Acts:

- a) British Columbia Utilities Commission
- b) Canadian Radio/Television and Telecommunications Commission
- c) National Energy Board
- d) Railway Act of British Columbia
- e) Railway Act of Canada
- f) BC Oil and Gas Commission

3.3.6 First Nations Membership Class

The First Nations Membership Class shall consist of First Nations Governments within the province of British Columbia recognized by the Government of Canada.

The First Nations Governments are automatically First Nations members of the Society but may not exercise the rights of membership until they have signed the current Data Sharing and License Agreement approved by the Society and delivered the data covered by the terms of that agreement.

3.3.7 Associate Members Membership Class

Associate Membership Class shall consist of organizations whose activities and interests are consistent with the purposes of the Society and who are not eligible for the more defined Membership Classes.

3.3.8 Affiliate Membership Class

Affiliate Membership Class shall consist of organizations whose activities and interests are consistent and aligned with the purposes of the Society, and represent and have influence with existing or potential ICIS members or Membership Class. Affiliate Members are not eligible for any other Membership Class.

3.4 Membership Rights and Privileges

3.4.1 Rights and Privileges of Charter Membership

Charter Members who maintain their status as members in good standing shall have the rights to:

- a) Hold a Director's seat on the Board of the Society
- b) Attend and vote at General Meetings of the Society
- c) Vote on Board motions and Constitutional changes of the Society
- d) Chair a Board appointed Committee
- e) Serve on Committees appointed by the Board of Directors
- f) Receive all communication intended for Society members
- g) Make representation at meetings of the Membership
- h) Subject to the provisions of the Bylaws, petition the Board of Directors for a general meeting of the membership
- i) Inspect the Register of Members and records of the Society as provided for in the Bylaws
- j) Make representation to the Executive Committee and Board of Directors on issues related to the Society

3.4.2 Rights and Privileges of Local Government Membership

Local Government Members who maintain their status as members in good standing shall have the rights to:

- a) Hold a Director's seat on the Board of the Society
- b) Attend and vote at General Meetings of the Society
- c) Vote on Board motions and Constitutional changes of the Society
- d) Chair a Board appointed Committee
- e) Serve on Committees appointed by the Board of Directors
- f) Receive all communication intended for Society members
- g) Make representation at meetings of the Membership
- h) Subject to the provisions of the Bylaws, petition the Board of Directors for a general meeting of the membership
- i) Inspect the Register of Members and records of the Society as provided for in the Bylaws
- j) Make representation to the Executive Committee and Board of Directors on issues related to the Society

3.4.3 Rights and Privileges of Provincial Government Membership

Provincial Government Members who maintain their status as members in good standing shall have the rights to:

- a. Hold a Director's seat on the Board of the Society
- b. Attend and vote at General Meetings of the Society
- c. Vote on Board motions and Constitutional changes of the Society
- d. Chair a Board appointed Committee
- e. Serve on Committees appointed by the Board of Directors
- f. Receive all communication intended for Society members
- g. Make representation at meetings of the Membership
- h. Subject to the provisions of the Bylaws, petition the Board of Directors for a general meeting of the membership
- i. Inspect the Register of Members and records of the Society as provided for in the Bylaws
- j. Make representation to the Executive Committee and Board of Directors on issues related to the Society

3.4.4 Rights and Privileges of Federal Government Membership

Federal Government Members who maintain their status as members in good standing shall have the rights to:

- a) Attend General Meetings of the Society
- b) Receive all communication intended for Society members
- c) Make representation at meetings of the Membership
- d) Subject to the provisions of the Bylaws, petition the Board of Directors for a general meeting of the membership
- e) Inspect the Register of Members and records of the Society as provided for in the Bylaws
- f) Make representation to the Executive Committee and Board of Directors on issues related to the Society
- g) Serve on Committees appointed by the Board of Directors

3.4.5 Rights and Privileges of Utility Membership

Utility Members who maintain their status in good standing shall have all the rights of Associate Membership, and the right to:

- a) Attend General Meetings of the Society
- b) Receive all communication intended for Society members
- c) Make representation at meetings of the Membership
- d) Subject to the provisions of the Bylaws, petition the Board of Directors for a general meeting of the membership

- e) Inspect the Register of Members and records of the Society as provided for in the Bylaws
- f) Make representation to the Executive Committee and Board of Directors on issues related to the Society
- g) Serve on Committees appointed by the Board of Directors
- h) Additional rights apply to named Charter Utility Members as defined in 3.4.1

3.4.6 Rights and Privileges of First Nations Membership

First Nation Members who maintain their status in good standing shall have the rights to:

- a) Attend General Meetings of the Society
- b) Receive all communication intended for Society members
- c) Make representation at meetings of the Membership
- d) Subject to the provisions of the Bylaws, petition the Board of Directors for a general meeting of the membership
- e) Inspect the Register of Members and records of the Society as provided for in the Bylaws
- f) Make representation to the Executive Committee and Board of Directors on issues related to the Society
- g) Serve on committees appointed by the Board of Directors

3.4.7 Rights and Privileges of Associate Membership

Associate Members who maintain their status as members in good standing shall have the right to:

- a) Attend General Meetings of the Society
- b) Receive all communication intended for Society members
- c) Make representation at meetings of the Membership
- d) Subject to the provisions of the Bylaws, petition the Board of Directors for a general meeting of the membership
- e) Inspect the Register of Members and records of the Society as provided for in the Bylaws
- f) Make representation to the Executive Committee and Board of Directors on issues related to the Society

3.4.8 Rights and Privileges of Affiliate Membership

Affiliate Members who maintain their status as members in good standing shall have the right to:

- a) Attend General Meetings of the Society
- b) Receive all communication intended for Society members

4 Meetings of Members

- 4.1 General Meetings of the Society must be held at the time and place, in accordance with the *Society Act*.
- 4.2 Every General Meeting, other than the Annual General Meeting, is an Extraordinary General Meeting.
- 4.3 The Directors may, at their discretion, convene an Extraordinary General Meeting.
- 4.4 Notice of a General Meeting must specify the place, day, and hour of the meeting and, in case of special business, the purpose of that business.
 - a) Not less than fourteen (14) days written notice of a General Meeting must be given to members; and
 - b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

5 Proceedings at General Meetings

- 5.1 The Directors must place the following before each Annual General Meeting of the Society:
 - a) Annual Financial Statement;
 - b) Report of the Directors;
 - c) Election of Directors; and
 - d) Any special business.
- 5.2 The objective of the Society is to balance the interests of Membership Classes and therefore, decisions must be based on consensus among the three (3) classes of Charter Members at the Society Board level.
- 5.3 A quorum shall be at least one (1) member from each class of the Charter Membership Class.
- 5.4 Subject to Section 5.5, the President of the Society, the President-Elect, Vice-President, or in their absence, one of the other Directors present, must preside as chair of a General Meeting.
- 5.5 If at a General Meeting there is no President, President-Elect, Vice-President or other Director present within fifteen (15) minutes after the time appointed for holding the meeting, or the President and all the other Directors present are unwilling to act as the chair, the members present must select one of the attending members to chair the meeting.
- 5.6 A Charter Member in good standing represented at a meeting of members is entitled to one vote in accordance with the provisions of these Bylaws.
- 5.7 Voting is by show of hands unless a secret ballot is requested by half of the voting members present.
- 5.8 Voting by proxy is not permitted.
- 5.9 A Charter Member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the Society.
- 5.10 A representative of a Charter Member wishing to vote may be asked by the meeting to provide evidence that he/she represents that member and if asked, must provide such evidence to the satisfaction of the meeting in order to vote.

6 Directors and Officers

- 6.1 The Directors shall represent and conduct Society business in accordance with the Society's Bylaws, Policies and agreements.
- 6.2 Fifteen (15) Directors shall be divided equally among the Local Government, Provincial Government, and named Utility members of Charter Membership Class. Any Membership Class may elect to appoint less than five (5) Directors, but must appoint at least two (2) Directors.
- 6.3 The Directors representing the Local Government Membership Class shall be elected by the members of the Local Governments as follows:
- a) Three (3) months prior to the Annual General Meeting, the current Local Government Directors shall establish a Local Government Election Committee consisting of at least one (1) Director, plus one (1) or more appointees.
 - b) The Local Government Election Committee shall run an election for the replacement of Directors whose terms are ending by:
 - Notifying the Local Government member organizations of the Directors whose terms are ending
 - Asking for nominations of candidates from the members that are willing to provide Directors
 - Managing the member voting process, if more than the minimum number of nominations are received; and
 - Reporting to the member organizations the names of the successful candidates.
 - c) The current Local Government Directors will advise the Society at the Annual General Meeting of the names of the new Directors.
- 6.4 The Directors representing the Provincial Government Membership Class within the Charter Membership Class shall be appointed as follows:
- Three (3) Directors shall be appointed by the Minister responsible for the *Land Act*.
 - One (1) Director shall be appointed by the BC Assessment Authority.
 - One (1) Director shall be appointed by Land Title and Survey Authority.
- 6.5 The Directors representing the named Utility Membership Class within the Charter Membership Class shall be appointed by the same named Utility Member's organization, one (1) from each of the five (5) named Utility Members.
- 6.6 At the first Annual General Meeting, three (3) Directors representing each class of the Charter Membership Class shall be elected or appointed for a three (3) year term. Two (2) Directors representing each class of Charter Membership Class shall be elected or appointed for a two (2) year term.

- 6.7 At each Annual General Meeting following the first Annual General Meeting, the Directors elected to fill vacant positions shall be elected for a two (2) year term.
- 6.8 The Directors must retire from office at the Annual General Meeting when their successors are elected.
- 6.9 An election may be by acclamation; otherwise, it must be by ballot.
- 6.10 If a successor is not elected, the person previously elected or appointed continues to hold office.
- 6.11 The Directors may, from time to time, elect up to three (3) additional non-voting Directors for a term of one (1) year or, by a two-thirds (2/3) majority vote, elect any of these Directors as voting Directors.
- 6.12 The Directors representing each class of Charter Membership Class shall, at their first meeting after the Annual General Meeting, designate one (1) seat from each class from which the President, President-Elect, and Vice-President shall be elected.
- 6.13 The Directors shall, at their first meeting after the Annual General Meeting, elect from among the three Directors designated in accordance with this section, the President, President-Elect, Vice-President and, from among the other Directors, a Treasurer. Each election shall be by a vote of all the Directors present.
- 6.14 The President shall become the Past-President at the termination of the term of office, which shall be one (1) year after election unless a longer term is approved by the Board of Directors.
- 6.15 The President-Elect shall automatically become President at the termination of the predecessor's term of office.
- 6.16 The Vice-President shall automatically become President-Elect at the termination of the predecessor's term of office.
- 6.17 If the President is unable to perform the duties of the office, the duties shall be assumed by the President-Elect.
- 6.18 If the President and President-Elect are unable to perform the duties of their respective offices, the immediate Past-President shall serve as acting President for the remainder of the year, or until either the President or President-Elect can resume their duties.
- 6.19 If the President-Elect is unable to perform the duties of the office, other than serving as acting President, the duties shall be assumed by the Vice-President.
- 6.20 If the Vice-President is unable to perform the duties of the office, the President, with approval of the Board of Directors shall appoint a Director in good standing to this position until the next regular election of the Society. At this election a Director is to be elected to the office of Vice-President.

- 6.21 A Director, so appointed, holds office until the conclusion of the unexpired term of the Director he or she has replaced.
- 6.22 The Directors from each Membership Class may, at any time and from time to time, elect a representative from among that class of members, as a Director to fill a vacancy in the Directors representing that class.
- 6.23 The Directors representing a particular Membership Class may, by resolution, remove a Director from that class before the expiration of his or her term of office, and may elect, in accordance with Section 6.22, a successor to complete the term of office.
- 6.24 An act or proceeding of the Directors is not invalid merely because there is less than the prescribed number of Directors in office.
- 6.25 A Director must not be remunerated by the Society for being or acting as a Director but a Director may be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.
- 6.26 The Society will purchase and maintain insurance for the benefit of a Director against personal liability incurred by him or her as a Director.

7 Persons Qualified to be Directors

- 7.1 A person must not become or act as a Director unless that person is an individual who is qualified to do so.
- 7.2 An individual is not qualified to become or to act as a Director if that individual is:
- a) Under the age of eighteen (18) years
 - b) Not a Canadian citizen
 - c) An Officer of the Society
 - d) Found by a court, in Canada or elsewhere, to be incapable of managing the individual's own affairs
 - e) An un-discharged bankrupt; or
 - f) Convicted inside or outside of British Columbia of an offence in connection with the promotion, formation, or management of a corporation or an unincorporated business, or of an offence involving fraud, unless
 - i. The court orders otherwise
 - ii. 5 years have elapsed since the last to occur of:
 - a. The expiration of the period set for suspension of the passing of a sentence without a sentence having been passed
 - b. The imposition of a fine
 - c. The conclusion of the term of any imprisonment
 - d. The conclusion of the term of any probation imposed

- e. A pardon granted or issued under the Criminal Records Act (Canada)

7.3 An individual who ceases to be qualified to act as a Director must promptly resign.

8 Register of Directors

The Society must keep a register of its Directors and enter in that register:

- a) The full name and delivery address for each of the Directors
- b) The date on which each current Director became a Director; and
- c) The date on which each former Director became a Director and the date on which he or she ceased to be a Director.

9 Proceedings of Directors

- 9.1 The Directors may meet at the place and time deemed suitable by the Directors, to conduct business, adjourn, and otherwise regulate their meetings and proceeding.
- 9.2 The quorum shall consist of one (1) Director representing each class of the Charter Membership Class.
- 9.3 The President shall chair all meetings of the Directors. If the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the President-Elect must act as chair. If the President-Elect is not present, the Directors present must choose one of the attending Directors to chair the meeting.
- 9.4 A President may at any time, and must on the request of three (3) Directors, convene a meeting of the Directors.
- 9.5 Not less than five (5) days notice, by written or electronic means, must be given to Directors.
- 9.6 Notwithstanding Section 9.7, notice may be waived by a resolution approved by eighty percent (80%) of the Directors, including three (3) representing each of the Charter Membership Class.
- 9.7 For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an Annual or other General Meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.
- 9.8 Questions arising at the meeting of the Directors or committee of Directors must be decided by a majority of votes.

- 9.9 Questions involving the following must be decided by a majority of the votes of the Directors of each Charter Membership Class:
- a) Changes to the Constitution and Bylaws
 - b) The budget and related financial matters
 - c) Policies concerning access to and distribution of data
 - d) Data Sharing and Licensing Agreements
 - e) Policies concerning terms and conditions of Membership
- 9.10 In the case of a tie vote, the chair does not have a second or casting vote.
- 9.11 A resolution proposed at a meeting of Directors or committee of Directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 9.12 The Directors may, as they deem appropriate, delegate any, but not all, of their authority to committees consisting of Directors.
- 9.13 A committee formed in the exercise of delegation of authority, must conform to the terms defined by the Directors, and report to the Directors as deemed within the terms.
- 9.14 The Directors may appoint a chair or a committee must elect a chair of its meetings, but if no chair is appointed or elected, or if the chair is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of the attendees to the chair of the meeting.
- 9.15 The members of a committee may meet and adjourn as they deem appropriate.
- 9.16 An Executive Committee composed of the President, President-Elect, Vice-President, Past-President and Treasurer shall be established by the Directors at their first meeting after the Annual General Meeting.

10 Duties of Officers

- 10.1 The President presides at all meetings of the Society and of the Directors.
- 10.2 The President is the Chief Executive Officer of the Society and must supervise the other officers in the execution of their duties.
- 10.3 The President-Elect, or in his or her absence, the Vice-President, must carry out the duties of the President during the President's absence.
- 10.4 The Treasurer must:
- a) Keep the financial records, including books of account, necessary to comply with the *Society Act*; and
 - b) Render financial statements to the Directors, members, and others when required.

- 10.5 The Executive Committee shall appoint an Executive Director who shall carry out the duties of the secretary, including:
- a) Conduct the correspondence of the Society
 - b) Issue notices of meetings of the Society and Directors
 - c) Keep minutes of all meetings of the Society and Directors
 - d) Have custody of all records and documents of the Society, other than those required by the Treasurer
 - e) Maintain the Register of Members
 - f) Assist the Treasurer in his or her duties
 - g) Carry out other duties as assigned by the President

11 Borrowing

- 11.1 In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular, but without limiting that power, by the issue of debentures.
- 11.2 A debenture must not be issued without the authorization of a special resolution.

12 Notices

- 12.1 A notice may be given to a member, either personally or by mail, to the member at the member's address as recorded in the Register of Members.
- 12.2 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that the notice has been given, it is sufficient to prove the notice was probably addressed and put in a Canadian post office receptacle.
- 12.3 Notice of a General Meeting must be given to every member shown on the Register of Members on the day notice is given.

13 Constitution and Bylaws

- 13.1 On being granted membership, each member is entitled to, and the Society must, upon request, give the member without charge, a copy of the Constitution and Bylaws of the Society.
- 13.2 The Constitution and Bylaws of the Society may be amended by a special resolution proposed by the Directors and approved by a two-thirds (2/3) majority of the Directors at an Annual General Meeting.