

**CONSTITUTION ACT
CANADIAN AVALANCHE ASSOCIATION**

Amended by Special Resolution:

May 16, 1986, May 6, 1993, May 4, 1994, May 7, 1998, May 4, 2000, May 2, 2006

The purposes of the Society are:

1. To represent persons who are professionally engaged in avalanche-related activities in Canada.
2. To establish and maintain high standards of professional competence and ethics for persons engaged in avalanche-related activities.
3. To exchange technical information and to maintain communications between persons engaged in avalanche-related activities.
4. To establish and maintain standards of education in avalanche safety.
5. To organize training courses in all aspects of avalanche hazard control for professionals.
6. To promote and to act as a resource base for public awareness programs about avalanche hazards and safety measures.
7. To promote research and development in avalanche safety.

Approved CAA Bylaws, by membership vote at AGM May 2, 2006.

**PROVINCE OF BRITISH COLUMBIA
SOCIETY ACT**

**BY-LAWS
OF
CANADIAN AVALANCHE ASSOCIATION**

PART 1 - DEFINITIONS

- 1) In these Bylaws, unless the context otherwise requires:
- a) “Avalanche” means snow avalanche.
 - b) “Avalanche-related activity” means:
 - i) **Avalanche forecasting or control**, including: field work necessary to evaluate avalanches and avalanche conditions; avalanche hazard mitigations such as public warnings; restriction of human activities in avalanche-prone areas; guiding in avalanche terrain; avalanche control with explosives and other means; search and rescue in avalanche terrain; decision-making that affects the safety of persons and property with regard to avalanches and avalanche conditions: and other activities to protect against seasonally fluctuating avalanche conditions and,
 - ii) **Education, training or consulting** involving the transfer of expert knowledge and/or experience regarding avalanches or protection against avalanches and,
 - iii) **Scientific or technical services** involving the assessment, development or delivery of information, products or services for protection against avalanches.
 - c) “Engaged full time in avalanche-related activities” means that a person’s major annual or winter-season economic endeavours are in avalanche-related activities.
 - d) "Directors" means the Directors of the Society for the time being.
 - e) “Mail” means public or private surface mail delivery service, email, fax, or other electronic means to transmit written information.
 - f) “Registered address” of a Member means his address as recorded in the register of Members;

- g) "Society" means the Canadian Avalanche Association.
- 2) Words importing the singular include the plural and vice versa; and words importing a male person include the female person, and in reference to Associate Members, include a group, club, business, agency, corporation or association.

PART 2 - MEMBERSHIP

- 3) The Members of the Society include all persons who have been admitted as either Professional, Active, or Affiliate Members or have been granted Honorary Membership status; and organizations that have been admitted as Associate Members, and in any case have not ceased to be Members.
- 4) A person or a group, club, business, agency, corporation or association may apply for Membership in the Society and the application shall be accepted or rejected by the Directors on the recommendation of the Director, Membership Committee.
- 5) Applications for Membership shall include proof that the requirements for the category of Membership being applied for, as stated in these Bylaws, have been met.
- 6) A Member may be expelled by a special resolution of the Members passed at a general meeting.
 - a) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason for the proposed expulsion.
 - b) The Member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 7) A Member whose Membership in the Society has ceased under Bylaw 27(a), 27 (c), or 27(d) may, if the reasons for ceasing to be a Member no longer exist, be re-instated by vote of the Directors.
- 8) All Members are in good standing except a Member who:
 - a) Has not paid his current annual Membership fee or any other subscription or debt due and owing by him to the Society. The member shall remain not in good standing so long as the debt remains unpaid.
 - b) Has ceased to be a Practising Professional Member under Bylaw 16(a) or 16 (b) and has not yet been admitted as a Non-practising Professional Member, an Active Member, or an Affiliate Member.

- c) Has ceased to be a Non-practising Professional Member under Bylaw 19(a) or 19(b) and has not yet been admitted as an Active or Affiliate Member.
 - d) Has ceased to be an Active Member under Bylaw 24(a) or 24(b) and has not yet been admitted as an Affiliate Member.
- 9) Each Member shall abide by the Code of Ethics. If a Member is found to be in violation of the Code of Ethics that shall be sufficient reason whereby the Member may be expelled by special resolution of the Members.
- 10) Each Member shall uphold the constitution and comply with these Bylaws.
- 11) Members may request a copy of the Bylaws by contacting the head office of the Society.

Professional Members

A) Practising Professional Member

- 12) A person is eligible to be a Practising Professional Member if;
- a) The person successfully completed Canadian Avalanche Association Industry Training Program Level 2 or equivalent technical training, or;
 - b) The person successfully completed academic studies acceptable to the Director, Membership Committee at a recognized post secondary institution, and;
 - c) During four (4) of the previous six (6) winters, the person was engaged full-time in avalanche related activities, at least two of which were in Canada , or was the direct supervisor of one or more persons engaged in such activities and was involved in making decisions that affected the safety of persons and property with regard to avalanches and avalanche conditions.
- 13) Applications to be a Practising Professional Member must be accompanied by at least two (2) letters of reference from Professional Members in good standing recommending the applicant.
- 14) A Practising Professional Member shall comply with the requirements of the Association's Continuing Professional Development program to maintain his membership status.
- 15) On request of the Director, Membership Committee, Practising Professional Members shall submit documentation of their avalanche-related activities and Continuing Professional Development for the past three (3) years. This review may be used to determine the Member's compliance with the terms and conditions of the Society's Continuing Professional Development program.

- 16) A Practising Professional Member shall cease to be a Practising Professional Member if:
- a) The Member has declared to the Director, Membership Committee, that he is no longer engaged in avalanche-related activities and is therefore no longer able to comply with the terms and conditions for Continuing Professional Development for Practising Professional Membership, or
 - b) In the opinion of the Director, Membership Committee, the Member has failed to comply with the terms and conditions for Continuing Professional Development for Practising Professional Members.

B) **Non-practising Professional Members**

- 17) A person shall be eligible to be a Non-practising Professional Member if the person is a Professional Member whose occupation has altered so that he is no longer directly engaged in avalanche-related activities, or is not sufficiently engaged to be able to comply with the terms and conditions for Continuing Professional Development for Practising Professional Membership, provided that:
- a) The Member has been a Practising Professional Member in good standing for at least five (5) years, and
 - b) The Member is able to comply with the terms and conditions for Continuing Professional Development for Non-practising Professional Members.
- 18) On request of the Director, Membership Committee, Non-practising Professional Members shall submit documentation of their avalanche-related activities and Continuing Professional Development for the past three (3) years. This review may be used to determine the Member's compliance with the terms and conditions of the Society's Continuing Professional Development program.
- 19) A Non-practising Professional Member shall cease to be a Non-practising Professional Member if:
- a) The Member has declared to the Director, Membership Committee, that he is no longer able to comply with the terms and conditions for Continuing Professional Development for Non-practising Professional Membership, or
 - b) In the opinion of the Director, Membership Committee, the Member has failed to comply with the terms and conditions for Continuing Professional Development for Non-practising Professional members.

Active Members

- 20) A person is eligible to be an Active Member if;

- a) The person successfully completed Canadian Avalanche Association Industry Training Program Level 1 or equivalent technical training, or;
 - b) The person successfully completed academic studies acceptable to the Director, Membership Committee at a recognized post secondary institution, and;
 - c) During two (2) of the previous four (4) winters, the person was engaged in avalanche related activities in Canada, or was the direct supervisor of one or more persons engaged in such activities and was involved in making decisions that affected the safety of persons and property with regard to avalanches and avalanche conditions.
- 21) Applications to be an Active Member must be accompanied by at least one (1) letter of reference from a Professional Member in good standing recommending the applicant.
- 22) An Active Member shall comply with the requirements of the Association's Continuing Professional Development program to maintain his membership status.
- 23) On request of the Director, Membership Committee, an Active Member shall submit documentation of his avalanche-related activities and Continuing Professional Development for the past three (3) years. This review may be used to determine the Member's compliance with the terms and conditions of the Society's Continuing Professional Development program.
- 24) An Active Member shall cease to be an Active Member if:
- a) The Member has declared to the Director, Membership Committee, that he is no longer engaged in avalanche-related activities and is therefore no longer able to comply with the terms and conditions for Continuing Professional Development for Active Membership, or
 - b) In the opinion of the Director, Membership Committee, the Member has failed to comply with the terms and conditions for Continuing Professional Development for Active Members.

Affiliate Members

- 25) A person is eligible to be an Affiliate Member if;
- a) The person is engaged in avalanche related activities on a regular or part time basis, or involved in avalanche studies, research or related work, and;
 - b) The person has successfully completed the Canadian Avalanche Association Industry Training Program Level 1 or equivalent technical training acceptable to the Director, Membership Committee.

Honorary Members

- 26) A person may become an Honorary Member by special resolution at a general meeting upon recommendation by the Directors.

Cessation of Membership

- 27) A person who is a Member shall cease to be a Member of the Society:
- a) By delivering his resignation in writing to the Secretary Treasurer of the Society or by mailing or delivering it to the address of the Society, or;
 - b) On his death, or;
 - c) On being expelled.
 - d) On being a Member not in good standing for twelve (12) consecutive months.

Associate Members

- 28) A group, club, business, agency, corporation or association is eligible to be an Associate Member if, in the opinion of the Director, Membership Committee, the applicant is involved in an avalanche-related activity in Canada, or supplies a product or service that has application to avalanche-related activities, and otherwise is supporting the purposes of the Society.
- 29) Each Associate Member shall, in writing, identify one (1) individual to represent that Associate Member to the Society. Each representative so named will have the right to act for that Associate Member for all things as authorized in these Bylaws. An Associate Member may, by notice in writing to the Society, change its representative, but the original representative shall remain as the representative until such time as the Associate Member appoints a different representative, unless the representative presents his resignation.
- 30) An organization that is an Associate Member shall cease to be a Member of the Society:
- a) By resolution of the Directors upon recommendation of the Director, Membership Committee, when the Member has ceased to be involved in an avalanche-related activity in Canada, or has ceased to supply a product or service that has application to avalanche-related activities, or is no longer supporting the purposes of the Society, or;
 - b) By delivering its resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society, or;

- c) On dissolution of the organization, or;
- d) On being expelled, or;
- e) On being a Member not in good standing for twelve (12) consecutive months.

PART 3 - MEETINGS OF MEMBERS

- 31) The annual general meeting shall be held within 90 days of the end of the fiscal year of the Society at such time and at such place in Canada as the Directors decide.
- 32) Every general meeting, other than an annual general meeting is a special general meeting.
- 33) The Directors may, whenever they think fit, convene a special general meeting.
 - a) Notice of the general meeting shall specify the place, day, and hour of meeting, and in the case of special business, the general nature of that business.
 - b) Notice shall be sent by mail to the registered address of each Member at least twenty-one (21) days before the date of the meeting.
 - c) 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.
 - d) The Directors may convene a special general meeting by mail if the resolution(s) under consideration are clearly stated in the written notice of meeting, and a ballot is provided for each member entitled to vote on the resolution(s) under consideration. The mailed-in ballots of the members shall be counted, and the results of the vote will be binding as if the vote were conducted in person.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

- 34) Special business is:
 - a) All business at a special general meeting except the adoption of rules of order, and;
 - b) All business that is transacted at an annual general meeting, except:
 - i) The adoption of rules of order;
 - ii) The consideration of the financial statements;
 - iii) The report of the Directors;

- iv) The report of the Auditor, if any;
 - v) The election of Directors;
 - vi) The appointment of the Auditor, and;
 - vii) Such other business as, under these Bylaws, 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 convening the meeting.
- 35) No business, other than the election of a Chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- a) If at any time during a general meeting 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.
 - b) The necessary quorum for a general meeting is ten (10%) percent of the Members who are entitled to vote, but not less than 20 Members who are entitled to vote.
 - c) If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present; the meeting shall be adjourned.
- 36) The President of the Society, Vice-President, or in the absence of both, one of the other Directors present shall preside as Chairman of a general meeting.
- 37) If at a general meeting:
- a) There is no President, Vice-President, or other Director present within fifteen (15) minutes after the time appointed for holding the meeting, or
 - b) The President and all the other Directors present are unwilling to act as Chairman, then the Members present shall choose one of their number to be Chairman.
- 38) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- a) When a meeting is adjourned for twenty (20) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - b) Except as provided in these Bylaws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

- 39) Resolutions proposed at a general meeting need to be seconded.
- 40) In case of an equality of votes at a general meeting the Chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a Member and the proposed resolution shall not be passed.
- 41) Notice of the intention to propose a resolution as a special resolution shall be sent by mail to the registered address of each Member at least twenty-one (21) days before the date of the meeting.
- 42) Except as otherwise provided in these Bylaws, only Professional Members, Active Members, Honorary Members, and Directors shall be entitled to vote at a general meeting.
- 43) Associate Members may appoint an Associate Member in good standing, for the position of Director, Associate Members.
- 44) Affiliate Members may appoint an Affiliate Member in good standing, for the position of Director, Affiliate Members.
- 45) Voting shall be by show of hands, unless a secret ballot is required by twenty (20%) percent of the Members present who are eligible to vote.
- 46) Voting by proxy shall not be permitted.

PART 5 - DIRECTORS AND OFFICERS

- 47) The Directors may exercise all such powers and do all such acts and things as the Society 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 Society in general meetings, but subject, nevertheless to the provisions of:
 - a) All laws affecting the Society;
 - b) These Bylaws;
 - c) Rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting.
- 48) No rule, made by the Society in a general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 49) The Directors of the Society shall be:
 - a) A Professional Member as President, to be elected on even numbered calendar years;

- b) A Professional Member as Vice-President to be elected on odd numbered calendar years;
 - c) A Member as Secretary-Treasurer, to be elected on even numbered calendar years;
 - d) A Professional Member as Director, Membership Committee, to be elected on odd numbered calendar years;
 - e) A Professional Member as Director-at-Large, to be elected on even numbered calendar years;
 - f) An Active Member as Director-at-Large, to be elected on odd numbered calendar years;
 - g) An Associate Member as Director, Associate Members; to be appointed on even numbered calendar years;
 - h) An Affiliate Member as Director, Affiliate Members, to be appointed on odd numbered calendar years.
 - i) Upon retirement from office, the President may serve as a non-voting advisor to the Board of Directors as Past-President (ex-officio) for a period of one (1) year.
- 50) A Director whose membership class has changed making him ineligible for the Director's position may remain as a Director until the next Annual General Meeting, at which time he shall resign.
- 51) The Directors of the Society shall retire from office at the annual general meeting when their successors have been elected.
- 52) Separate elections shall be held for each office to be filled.
- a) An election may be by acclamation; otherwise it shall be by ballot.
 - b) If no successor is elected or appointed, and the maximum term of office for the Director as stated in these Bylaws is not exceeded, the previous Director elected or appointed may continue to hold office.
 - c) If no successor is elected or appointed, and the maximum term of office for the Director as stated in these Bylaws is exceeded, the Director shall cease to hold office.
- 53) No Member shall be a Director for a continuous period of more than six (6) years, except any Member elected to the office of President. If elected President in the latter two (2) years, they may serve in that capacity for a four (4) year term regardless of previous service.

- 54) No Member shall be President for a continuous period of more than six (6) years.
- 55) If a Director resigns his office or otherwise ceases to hold office, the remaining Directors may appoint a Member as a Director to take the place of the former Director. A Director so appointed holds office until conclusion of the term of office of the former Director, and shall be eligible for election for not more than two (2) additional two-year terms.
- 56) The Members may, by special resolution, remove an officer or Director before the expiration of his term of office, and may elect a successor to complete the term of office.
- 57) Acts or proceedings of the Directors are valid only when there are at least four (4) Directors in office.
- 58) Directors may receive an honorarium as remuneration for their service to the Society when;
 - a) The Director has completed the term of service for which he was elected or appointed; and,
 - b) The honorarium payable to that Director is approved by a resolution of the Members at an annual general meeting.
- 59) A Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.
- 60) The Directors may meet together at such places as they think fit to dispatch business, adjourn, and otherwise regulate their meetings and proceedings as they see fit.
 - a) A quorum shall be a majority of the Directors then in office.
 - b) The President shall be Chairman of all meetings of the Directors; but if at any meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice-President shall act as Chairman. If the Vice-President is not present, the Secretary Treasurer shall act as Chairman, but if neither the Vice-President nor Secretary Treasurer is present the meeting shall be adjourned.
- 61) The Directors may delegate any, but not all, of their powers to committees consisting of such Director, Directors, Members of the Society, or other individuals as they think fit.
 - a) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors be held next after it has been done.

- b) A committee may elect a Chairman of its meetings; but if no Chairman is elected, or if at any meeting the Chairman is not present within thirty (30) minutes after the time appointed for holding the meeting, the Members of the committee shall choose one of their number to be Chairman of the meeting.
 - c) The Members of a committee may meet and adjourn, as they think proper.
- 62) For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual 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 duly constituted, if a quorum of the Directors is present.
- 63) Each Director is entitled to vote on questions arising at any meeting of the Directors or committee of Directors and such questions shall be decided by a majority of votes.
- a) In case of an equality of votes at a meeting of the Directors or committee of Directors the Chairman has a second or casting vote.
 - b) Voting by proxy at a meeting of the Directors or committee of Directors shall not be permitted.
 - c) No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chairman of the meeting may move or propose a resolution.
- 64) A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is valid and effective as if regularly passed at a meeting of the Directors. Signatures transmitted by facsimile machine or email shall be considered valid.

PART 6 - DUTIES OF OFFICERS

- 65) The President is the Chief Executive Officer of the Society and shall supervise the other officers in the execution of their duties.
- 66) The President shall preside at all meetings of the Society and of the Directors.
- 67) The Vice-President shall carry out the duties of the President during his absence.
- 68) The Secretary-Treasurer may in writing delegate any, but not all, of his responsibilities to staff of the Society, and shall be accountable to the Members for oversight and due diligence to:
- a) Issue notice of meetings of the Society and Directors;
 - b) Keep minutes of the meetings of the Society and Directors;

- c) Have custody of all records and documents of the Society;
- d) Have custody and use of the seal of the Society;
- e) Maintain the register of Members;
- f) Collect all fees and other revenue and settle all bills of the Society;
- e) Keep financial records;
- g) Render financial statements to the Directors, Members and others when required.

PART 7 - COMMITTEES

- 69) Other than the Membership Committee, the Directors may create and/or disband standing or ad-hoc committees consisting of such Directors, Members, or other individuals, as they see fit. Committees serve the Directors, and shall operate according to written terms of reference and any other guidance or authority that may be approved by the Directors from time to time. Committees shall report to the Directors, through their Chairman, in a manner and frequency set by the Directors.
- 70) The Membership Committee shall consist of:
 - a) A Professional Member as Chairman, who shall be a Director of the Society, to be elected on odd numbered years;
 - b) Four (4) additional Professional Members, two of whom shall be elected on even numbered years and two of whom shall be elected on odd numbered years.
- 71) No Member of the Society shall be a Member of the Membership committee for a continuous period of more than six (6) years.

PART 8 - FEES AND AUDITING

- 72) Applications for Membership in the Society may be subject to a non-refundable processing fee authorized by the Directors.
- 73) Changes to annual fees for Members shall be decided by a vote of the Members at an annual general meeting.
- 74) The Directors may authorize a payment schedule for membership fees and other membership services, specifying charges and overdue or arrears penalties, as the Directors see fit.

- 75) The fiscal year of the Society shall end on the 31st of March of calendar years.
- 76) The book of accounts shall be audited at the end of each fiscal year by two (2) Members of the Society elected for that purpose at each annual general meeting or by a duly qualified accountant appointed by the Directors.
- 77) The books and records of the Society may be inspected by any Member or Director of the Society at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same.

PART 9 - BORROWING

- 78) In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, borrow money in such manner as they decide.
- 79) 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 10 - AMENDMENTS

- 80) These bylaws shall not be altered or added to except by special resolution of the Members. Amendments from the floor to special resolutions will be accepted provided the amendment does not introduce any new changes not specified in the notice for the special resolution.

End