



British Columbia Society Number S-0030285

Incorporated March 17, 1993

CONSTITUTION

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BYLAWS

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Amended January 27, 2016

Constitution of the

NWSMA WASTE MANAGEMENT ASSOCIATION OF BRITISH COLUMBIA

1. The name of the Association is the NSWMA Waste Management Association of British Columbia known as Waste Management Association of British Columbia (WMABC).

2. Purposes

The purposes of the Association are to:

- 2.1) Encourage and promote the development of local solutions for the management of waste by ensuring Members have access to technical assistance and training;
- 2.2) Assist Members to increase awareness and understanding of issues, problems and opportunities related to waste management;
- 2.3) Share technical expertise and knowledge in regard to waste management through the promotion of greater cooperation and harmonization of waste management activities in order to enable Members to meet their needs for more efficient and effective use of resources;
- 2.4) Build partnerships through cooperative projects that will result in less duplication, improved efficiency, and more effective waste management;
- 2.5) Facilitate and promote communication between local governments, First Nations, business, non- government organizations, and the City, Regional, Provincial and Federal governments regarding the management of waste;
- 2.6) Facilitate, promote and enhance development and expansion of local business enterprises that provide waste management goods and services;
- 2.7) Encourage and support the efficient use of resources and full environmental costing of local decisions and development;
- 2.8) Solicit, receive and invest funds, the interest or capital of which may be used to carry out its objectives;
- 2.9) Undertake such other activities to further its objectives, as from time to time may seem appropriate; and
- 2.10) Operate as a non-profit organization.
- 2.11) To promote the common interests of waste management service providers doing business in the Province of British Columbia.

- 2.12) To protect the rights of waste management service providers and to assist and advise Members of the Association on all matters affecting the waste & recycling industry.
- 2.13) To supervise and promote just and fair municipal, regional districts, provincial and federal legislation and regulations dealing with the collection of solid waste and recycling.
- 2.14) To enter into beneficial affiliations or reciprocal arrangements with other organizations in the Province of British Columbia.
- 2.15) To enter into beneficial affiliations or reciprocal arrangements with other organizations in Canada or the United States of America.
- 2.16) To promote harmony within its Members and within industry stakeholders.
- 2.17) To purchase, take on, lease or change, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the carrying out of its purposes.
- 2.18) To deal with in whatever manner the Association may think necessary or convenient with any and all matters which are incidental to the carrying out of the purposes of the Association.

BYLAWS of the NSWMA WASTE MANAGEMENT ASSOCIATION OF BRITISH COLUMBIA

DEFINITIONS

In these bylaws, unless the context otherwise requires:

“Association” means the NSWMA Waste Management Association of British Columbia;

“Board” means the Board of Directors of the Association;

“Directors” means the current Directors of the Association;

“Waste Management Service Providers” means owners & operators of solid waste & recycling haulers, collectors, transfer stations, sorting facilities, transporters for recycling and / or disposal;

“Registered address” of the Member means its’ address, as recorded in the register of Members;

“Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.

The definitions in the Society Act on the date these bylaws become effective apply to the bylaws.

PLACE OF BUSINESS

1. The Board may, from time to time as it sees fit, decide the location of the head office of the Association.

MEMBERSHIP

2.
 - a) Any individual, firm, partnership, or corporation directly or indirectly but not necessarily exclusively, engaged in the collecting, transporting, handling, disposing, hauling and / or recycling of waste, is eligible to apply for Membership in the Association.
 - b) Any individual, firm, partnership, or corporation directly or indirectly engaged in the provision of any goods and/or services to the collecting, transporting, disposing, hauling or recycling of waste, is eligible to apply for Associate Membership, in the Association.
 - c) Applications for Membership shall be received by the Membership Committee or such person(s) and/or committee(s) appointed by the Board may, in its absolute discretion appoint to receive applications for Membership.
 - d) Membership in the Association shall become effective upon the approval of the Membership, by the Membership Committee, or by that person(s) and/or committee(s) appointed by the Board pursuant to the terms of section 2(C) herein of the application, for Membership in the Association.

3. Those Members of the Association fulfilling the qualifications set out in Section 2(A) & 2(B), shall be designated as voting Members.
4. A Member shall cease to be a Member of the Association by delivering a letter of resignation to the head office of the Association, or by electronic form to the Executive Director and such resignation shall take effect upon receipt of such letter by the Association. Or:
 - a. Upon his death, or, in the case of a corporation, upon its dissolution;
 - b. Upon being expelled; or
 - c. Upon ceasing to be a Member in good standing of the Association.
5. A Member may be expelled by:
 - a) a special resolution of the Members passed at a general meeting;
 - b) the notice of special resolution for expulsion shall be accompanied by a brief statement of the reason for the proposed expulsion;
 - c) the Member who is the subject of the proposed resolution for expulsion, shall be given an opportunity to be heard at the Regular Meeting, before the special resolution is put to a vote; or
 - d) the Member who is the subject of the proposed resolution for expulsion, shall be given an opportunity to be heard at the Board of Directors Meeting, before the special resolution is put to a vote. A two-thirds vote of the board of directors is required for this motion to pass.

MEMBERSHIP DUES

6. Membership dues shall be determined by the Board in the amounts which it, in its absolute discretion, may from time to time see fit.
7. Membership Dues are generated annually in the beginning of the calendar year and are due in full within 60 days of invoice receipt.
8. Any member who fails to pay membership dues within 90 days of assessment may be suspended by the Board.
9. The Board may, in its absolute discretion, re-instate a member which has been suspended pursuant to the terms of Section 5(b) hereof upon payment by the said Member of all Membership dues in arrears at the date of suspension of the Member, together with such additional sum(s) as the Board may, in its absolute discretion, require.

10. A Member who has been suspended pursuant to the terms of Section 6(b) may not participate in any of the affairs of the Association while the suspension of the Member is in effect.

MEETING OF MEMBERS

11. The first Annual General Meeting of the Association shall be held not more than 15 months after the date of incorporation, and after that an Annual General Meeting of the Association shall be held at least once in every calendar year and not more than 15 months after the adjournment of the previous Annual General Meeting.

12. The Annual General Meeting shall be held in the Province of British Columbia at a place and time determined by the Board at least 60 days before each Annual General Meeting.

13. All meetings other than the Annual General Meetings shall be called Regular Meetings.

14. The President of the Association, or such other person as he/she may, in his absolute discretion, shall preside at and act as chairman at all meetings of the Membership of the Association.

15. No business shall be transacted at any meeting of the Membership of the Association unless a quorum of not less than five Members of the Association entitled to vote is present at the time when the meeting is called to order.

16. If, within one hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of the Membership, shall be dissolved.

17. The chairperson may, with the consent of a two-thirds majority of the Members present at any meeting at which a quorum is present, adjourn the meeting;

18. No business shall be conducted or transacted at any adjourned meeting other than the business left unfinished at the adjourned meeting at the time when adjournment took place.

19. Business at the Annual General Meeting shall be conducted in the following order:

- (a) Reading of the minutes of the last Annual General Meeting.
- (b) Business arising from the reading of the minutes of the last Annual General Meeting.
- (c) The reading of communications.
- (d) Reports of officers.
- (e) Reports of committees, whether constituted by special resolution of the Members of the Association or appointed by the Board.

- (f) Special business.
 - (g) Election of the Board.
20. A Special Meeting via a petition signed by a minimum of 10% of the Members in good standing, may force the Directors to call a Special Meeting within 21 days of the Association receiving the petition, with a meeting date to be less than 35 days and not less than 14 days, of the meeting call date. The petition must be sent to the Association's office via registered mail and must clearly define the agenda item(s), for the petitioned Special Meeting.

VOTES AND PROXIES

21. Each Member in good standing of the Association shall be entitled to one vote, in person or by proxy, in the affairs of the Association.
- (a) Any voting Member of the Association may vote by proxy at any Annual General Meeting or Special Meeting of the Members of the Association;
 - (b) In order to be entitled to vote on behalf of a Member of the Association, a proxy shall be presented to the Executive Director at the meeting, prior to or immediately upon the calling to order of the meeting, on the specific Proxy Form provided by the Association;
 - (c) The form of proxy shall identify the Member of the Association on whose behalf the proxy is entitled to vote, the identity of the person entitled to vote on the Member's behalf, and the specific voting instructions and wishes of the Member that will be absent;
 - (d) A proxy shall not be able to vote on special business on behalf of a Member unless expressly so empowered in the form of a proxy and the voting instructions and wishes must be clearly identified in the Proxy, of the Member that will be absent.
 - (e) A form of proxy must be signed and dated, by the Member.
22. All Members of the Association are in good standing except a Member who has not complied with the by-laws of the Association, or who has been suspended pursuant to Section 6 herein.

THE BOARD

23. The affairs of the Association shall be managed by the Directors that form the Board of Directors and are elected from the Membership by secret ballot, at the Annual General Meeting. The Board of Directors shall have full authority to conduct the affairs of the Association;
24. The Board may, from time to time, in its absolute discretion, establish any committee(s) which it sees fit to establish. No committee established by the Association shall be comprised of less than one (1) Director;

25. The Board may, from time to time, in its absolute discretion, appoint any person(s) and/or committee(s) to discharge any of the duties of the powers which could be discharged or exercised by the Board, save only that no person(s) and/or committees may be empowered to discharge all of the duties and/or exercise all of the powers of the Board;
26. All resolutions of the Board must be passed by a simple majority of the Board casting a vote at a meeting of the Board, at which a quorum is present, unless specifically required herein;
27. At a meeting of the Board, a minimum of 50.1% of the Directors must be present, for there to be quorum, so long as there is a minimum of 3 Directors present;
28. The Secretary/Treasurer or his/her appointee shall prepare for each meeting, the notice of meeting and deliver this notice to each Member prior to each meeting;
29. The Secretary/Treasurer or his/her appointee shall prepare an agenda for each meeting setting forth matters which, in the opinion of the Secretary/Treasurer, ought to be considered by the Members;

BOARD OF DIRECTORS

30. The Board of Directors of the Association shall be comprised of the following positions:
 - a) President
 - b) Vice-President
 - c) Second Vice
 - d) Third Vice President
 - e) Secretary/Treasurer
 - f) Past President
 - g) Associate Member Representative
 - h) Associate Member Representative
 - i) General Director
 - j) Island Director
 - k) Gov't Relations Director
31. The Board may, from time to time, in its absolute discretion, appoint such other officers of the Association as it may see fit.

32. The President shall be the chief elected officer of the Association, and shall preside at, or may designate an Alternate he/she sees fit to act as presiding officer for any and all meetings of the Association and all meetings of the Board of Directors.
33. The First Vice-President, where for any reason, the President is unable to perform his required duties and no Alternate has been appointed by the President, shall discharge the duties of the President.
34. The Second Vice-President, where for any reason, the First Vice President is unable to perform his required duties and no Alternate has been appointed by the President, shall discharge the duties of the President.
35. The Third Vice-President, where for any reason, the Second Vice President is unable to perform his required duties and no Alternate has been appointed by the President, shall discharge the duties of the President.
36. The Past President, where for any reason, the Third Vice President is unable to perform his required duties and no Alternate has been appointed by the President, shall discharge the duties of the President.
37. The Secretary\Treasurer shall receive and safeguard the funds of the Association and keep full, accurate and complete record and account of the receipts and disbursements of the Association in books belonging to and provided by the Association and insure the proper maintenance of a permanent record of all the Association minutes and documents and carry into execution all orders, votes and resolutions, not otherwise committed. The Treasurer shall disburse the funds of the Association in accordance with such rules as the Board may from time to time and in its absolute discretion prescribe and shall take proper receipts and vouchers for all such disbursements and/or expenditures. The Treasurer shall deposit the funds of the Association in a bank account, in the name of the Association as prescribed by the Board and shall make financial report to the Board and Membership of the Association when required to do so.
38. The Associate Member Representatives shall serve as voting Members of the Board of Directors representing the interests of the Associate Members.
39. The Past President shall serve as a voting Member of the Board of Directors to break a tie only and shall also serve as chairman of the nominating Committee.
40. Vacancies in the Board of Directors due to death, resignation, or any other causes shall be filled for the balance of the term by a simple majority vote of the Board of Directors, at any Regular, Special or Board Meeting.
41. Any Board Member who is absent from three consecutive Regular Meetings or Board Meetings and who has not been excused from attendance of those meetings by the Board, may be removed from the Board by a resolution of the Board, supported by a simple majority of the Board.

42. The Association shall employ and/or contract an Executive Director and such office assistance as necessary and as may seem appropriate to the Board. The Board shall assign such duties to the Executive Director and office assistance as it may, in its absolute discretion, see fit.
43. The Association shall have the power to borrow or to raise or secure the payment of money in such manner as the Association shall think fit. No debentures shall be issued without the sanction of a Special Resolution.
44. Each Director shall serve a two-year term and the following director roles will come up for election at the Annual General Meeting, in the years stated below, based on a January date for the Annual General Meeting;
 - A. President – Even Years
 - B. Vice-President – Odd Years
 - C. Second Vice President - Even Years
 - D. Third Vice President - Odd Years
 - E. Secretary/Treasurer - Even Years
 - F. Past President – Is the outgoing President and serves until the new President leaves the position and becomes the Past President
 - G. Associate Member Representative - Even Years
 - H. Associate Member Representative - Odd Years
 - I. General Director - Odd Years
 - J. Island Director – Odd Years
 - K. Government Relations Director – Before April 30th, in Even Years
45. A director whose term expires at an annual general meeting shall be eligible for re-election.
46. If nobody is elected to a vacant position, the person previously elected or appointed continues to hold office for two more years. If the individual does not wish to accept the position, the position will be left vacant and the Board may, at its sole discretion and by a simple majority vote of the Board of Directors, elect or a person to fill the vacancy.
47. The Government Relations Director will be elected by each new Board of Directors, not later than April 30th, in the even years. The Government Relations Director will be for a term ending on the date of the next Annual General Meeting, in an even year. The Government Relations Director will be skilled in dealing with the media and all members of Government and/or the Bureaucracy(ies) and will take the lead, on behalf of the Board of Directors, in dealing with or formulating a plan to deal with the referenced entities. The Government Relations Director will be a full voting member of the Board.
48. All individuals running for a Director position, must be a representative of a Member in good standing, as of the Annual General Meeting, at which they are elected. The individual is elected as a Director, not the Member itself.

49. No Member may elect more than one (1) individual representative to the Board, at any Annual General Meeting, nor have more than two (2) Directors elected to the Board, at one time, except:
 - a) In the event of a change in a current Directors' employment status between Annual General Meetings;
 - b) If one of the Director positions held is the Government Relations Director position;
50. In the event a Member exceeds the limits stated herein, on the number of Directors it may have on the Board, the Member must make itself compliant at the next Annual General Meeting.

CONDUCT OF MEMBERS, OFFICERS AND DIRECTORS

51. The board of Directors, by a majority vote, may suspend or expel any Member of the Association upon any of the following grounds:
 - (a) If the Member has engaged in conduct which is detrimental to the interest of the Association;
 - (b) If the Member has violated a provision of the Constitution or By-Laws of the Association, or any rule enacted thereunder by the Board of Directors;
 - (c) If a Member has failed to co-operate with the Association in its efforts to ensure the successful operation of any Association Group, Committee, or collective plan, in which the Member has elected to participate;
 - (d) Any other grounds which the Board of Directors may, in its absolute discretion, deem sufficient.
52. No Member may be expelled by the Board of Directors until the Member has had the opportunity of appearing before a meeting of the Board of Directors to answer any charges and/or allegations, which have been made against the Member.
53. For the purposes of Section 39, where the Member is a corporation, then any officer, director or delegate of the corporation, may appear before a meeting of the Board of Directors, on behalf of the Member.
54. The Board of Directors may, in its absolute discretion, readmit to Membership in the Association, any Member which has been expelled upon the correction by the Member, of the offence which the Member has committed and upon payment by the Member of any sum(s) payable to the Association at the date the expulsion of the Member, together

with any additional sum(s) as the Board of Directors may, in its absolute discretion, require to be paid.

AMENDMENTS TO CONSTITUTION AND BYLAWS

55. Any provision of the Constitution and/or By-Laws of the Association may be amended at any meeting of the Association upon special resolution receiving approval from a two-thirds majority of the votes cast.

56. Any resolution for change to the constitution must be presented to the Membership in writing at least 14 days prior to the meeting where this resolution will be debated and voted upon.

INDEMNIFICATION

57. (1) The Society shall, subject to the Societies Act, indemnify and hold harmless any person who shall be a director or an officer of the Society from and against any and all actions, claims, and demands, including reasonable attorney's fees and expenses defending the same, that might arise or be asserted against such person in connection with Society business. However, such officer or director shall not be relieved from liability to the Society imposed by law, including liability for fraud, bad faith or willful neglect.

(2) Any indemnification shall be made by the Society only as authorized in each specific case by the Board upon a determination that indemnification is proper. Requests for indemnification shall be made in writing to the board within 30 days after the earlier of the following:

(a) commencement of any action, suit or proceeding; or

(b) circumstances providing good reason to anticipate commencement of action, suit or proceeding.

REMUNERATION, EXPENSES, INDEMNITY AND INSURANCE

58. (a) No director may be remunerated for being or acting as a director, but subject to receiving approval from the Board, the Board must reimburse a director for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Association.

(b) Subject to the provisions of the Society Act, the Board must cause the Association to indemnify a director or former Director of the Association and the heirs and personal representatives of any such person against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him, her or them including an amount paid to settle and action or satisfy a judgment in a civil, criminal or administrative action or proceeding to which he or she or they are made a party by

reason of his or her or their being or having been a Director of the Association, including any action brought by the Association. Each Director of the Association on being elected or appointed shall be deemed to have contracted with the Association on the terms of the foregoing indemnity.

(c) The Board may cause the Association to purchase and maintain insurance to indemnify any directors, officer or employee agent of the Association against any liability which that person may incur as a result of any act undertaken or to be undertaken on behalf of the Association.

COMMITTEE CHAIRPERSON

59. A committee must elect a Committee Chairperson for its meetings, at or before their inaugural meeting. The President, Past President or Executive Director will coordinate the inaugural meeting and election of the Committee Chairperson.

COMMITTEE MEETINGS

60. The Members of a committee may meet and adjourn as they think proper. The existence of a committee appointed to carry out a particular task shall be terminated automatically upon:

(a) the delivery of the committee's final written report; or

(b) the completion of the assigned task; or

(c) a resolution terminating the committee by the Board.

61. If the Chairperson is not present at a meeting within 30 minutes of the meetings scheduled start time, the Director that is present will Chair the meeting or if there is more than one Director present, they will decide amongst themselves who will Chair the meeting. If no Director(s) is/are present, the Committee Members present will elect a Chair for that meeting.

62. If the Chairperson is aware that they will not be able to attend the meeting, the Chairperson may assign an Alternate Chair, of their choosing, either from the Committee, from the Board of Directors, or the Associations' Executive Director, to Chair that particular meeting.

63. Committee Meetings may be held either in person, or via a conference call, at the discretion of the Chairperson and the Committee Members.

CONFLICT OF INTEREST

64. Every officer of the Association who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interest as an office of the Association must, in writing, disclose to the Chairperson the fact, nature and extent of the conflict, within 7 days of being made aware of said conflict.
65. General Notice Sufficient. For the purpose of these bylaws, general notice in writing given by a director to the other Directors of the Association to the effect that he or she is a Member, director or officer of a specified corporation or that he or she is a partner in, or owner of, a specified firm and that he or she has an interest in a specified corporation or in a firm is a sufficient disclosure of interest to comply with these bylaws.

DATED the 27th day of January, 2016.