



CHAPTER 96.

An Act to incorporate The Chartered Institute of Secretaries of Joint Stock Companies and other Public Bodies in British Columbia.

[Assented to 20th March, 1959.]

Preamble.

WHEREAS the persons hereinafter named have by their petition represented that The Chartered Institute of Secretaries of Joint Stock Companies and other Public Bodies in British Columbia has heretofore existed in British Columbia as an unincorporated association and that they are desirous of being incorporated under the name of "The Chartered Institute of Secretaries of Joint Stock Companies and other Public Bodies in British Columbia" for the purpose of increasing the knowledge, skill, and proficiency of its members in all things relating to the business of a Chartered Secretary and generally for the carrying-out of the objects of the Institute, and by their petition have prayed that an Act may be passed for such purposes:

And whereas it is expedient to grant the prayer of the said petition:

Therefore, Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of British Columbia, enacts as follows:—

Short title.

1. This Act may be cited as *The British Columbia Chartered Secretaries Act*.

Incorporation.

2. Norman Edward Brown, Stinson Clarke, William Henry Harvey, Douglas Haig Little, Gerard Medicott Morris, James Albert Mason Price, and Reginald Thomas Rose, all of the City of Vancouver, Province of British Columbia, and Walter Percival Wright, of the City of Victoria, Province of British Columbia, and such other persons as hereafter may become members thereof are hereby constituted a body politic and corporate under the name "The Chartered Institute of Secretaries of

Joint Stock Companies and other Public Bodies in British Columbia ”
(herein called the “ Institute ”).

Objects.

3. The objects of the Institute shall be to provide means and facilities by which its members may increase their knowledge, skill, and proficiency in all things relating to the profession or business of a Chartered Secretary and to hold such examinations and prescribe such tests of competency as may be deemed expedient to qualify for admission to membership and to discipline any member guilty of any default or misconduct in the practice of his profession or business.

Council.

4. (1) There shall be a council of the Institute (herein called the “ Council ”) which shall control and manage the affairs of the Institute.

Composition.

(2) The Council shall consist of not less than ten and not more than twenty elected members who shall be elected for such term and in such manner as shall be provided by the by-laws from time to time, and in addition every past chairman of the Institute and of the aforesaid unincorporated association shall be an ex officio member of the Council.

Officers.

(3) The Council shall elect from its members a chairman, a vice-chairman, a treasurer, and such other officers as it may deem necessary.

Secretary.

(4) The Council shall appoint a member of the Institute as secretary who shall be paid such remuneration as may be fixed by the Council.

Vacancy.

(5) When a vacancy occurs in the Council from any cause, the Council shall appoint a member of the Institute to fill the vacancy for the unexpired term of the member of the Council being replaced.

First Council
and officers.

(6) The Council and officers of the aforesaid unincorporated association, constituted and holding office on the day this Act comes into force, are hereby constituted the first Council and officers of the Institute, and such members shall continue to hold office until their successors are elected in accordance with this Act and by-laws of the Institute.

Membership.

5. (1) All persons who, on the day this Act comes into force, are in good standing as members of the aforesaid unincorporated association shall be admitted to the register in the same class of membership as they held in the unincorporated association and together with all other persons admitted to the register shall constitute the membership of the Institute.

Idem.

(2) Any person who is of the full age of twenty-one years or over and who in the opinion of the Council is a person of good moral character and habits and provides satisfactory evidence of having attained the standards of knowledge and complied with such other requirements as the by-laws may prescribe shall be admitted to the register.

Classes of
membership.

(3) The Institute shall have two classes of membership, namely, Fellows and Associates, qualifications for which shall be those prescribed by the by-laws.

Honorary members.

(4) The Council may elect as honorary members persons who have rendered outstanding service to the Institute.

- Designation.** **6.** (1) Every member of the Institute shall have the right to use the designation "Chartered Secretary" and may use after his name, in the case of a Fellow, the initials F.C.I.S., signifying "Fellow of The Chartered Institute of Secretaries," and in the case of an Associate, the initials A.C.I.S., signifying "Associate of The Chartered Institute of Secretaries."
- Offence.** (2) Any person in British Columbia who, not being a member of the Institute, takes or uses the designation "Chartered Secretary" or the initials F.C.I.S. or A.C.I.S. or any name, title, or description that implies that he is a member of the Institute is guilty of an offence and on summary conviction is liable to a fine of not more than twenty-five dollars for each offence.
- Register.** **7.** (1) The secretary shall keep a register in which shall be entered in alphabetical order the names of all members in good standing showing the class of membership held, and only those persons whose names appear in the register shall be members and entitled to the privileges of membership in the Institute.
- Inspection.** (2) The register shall be open to inspection by any person during normal business hours.
- Chapters.** **8.** (1) The Institute may, by resolution of the Council, establish local chapters having jurisdiction over such areas in British Columbia as the Council may from time to time determine.
- Idem.** (2) Chapters shall be constituted and governed in accordance with such rules and regulations as may be made and approved by the Council.
- By-laws.** **9.** (1) The Council may pass by-laws, not contrary to law or to the provisions of this Act, for all purposes relating to the affairs, business, and property of the Institute, its management, government, aims, objects, and interest, including
- (a) prescribing a curriculum and the course of studies to be pursued by students and the subjects upon which students and candidates for admission as members shall be examined and for granting certificates to students and candidates who have successfully passed the examinations;
 - (b) establishing the power, duties, and remuneration of examiners to be appointed for the purpose of ascertaining and reporting upon the qualifications of candidates for membership;
 - (c) regulating and governing the conduct of its members in the practice of their profession or business, including the suspension or expulsion of any member for misconduct or violation of the rules or by-laws of the Institute;
 - (d) fixing the fees to be paid by students, candidates for membership, and members;
 - (e) governing the election of members of the Council and fixing their term of office;

- (f) fixing the dates and places of meetings of the Institute and the Council and providing for the manner of calling and conducting meetings;
 - (g) providing for the form and use of a seal by the Institute;
 - (h) respecting any other matter deemed necessary or advisable for the effective management of the Institute and the conduct of its business.
- Approval of by-laws. (2) No by-law shall come into force until approved at an annual general meeting of the Institute or at a special general meeting called for the purpose of considering the by-law.
- Annulment. (3) Any such by-law may be annulled by the Lieutenant-Governor in Council.
- Provisional by-laws. (4) The first Council shall prepare provisional by-laws for the purposes set out in subsection (1) hereof.
- General meeting. (5) The first Council, within twelve months after the day this Act comes into force, shall call a general meeting of the members of the Institute for the purposes of organization, of approving the provisional by-laws, and of electing the members of the Council.
- Rules of unincorporated association. (6) Pending approval of the provisional by-laws the Institute shall be governed by the rules of the unincorporated association, in so far as they are not inconsistent with the provisions of this Act.
- Educational facilities. 10. The Institute may establish lectures, correspondence courses, and classes to provide instruction to students preparing for the examinations of the Institute or may enter into agreements with the governing body of any university, college, or other educational organization for the attendance of students at such lectures or classes in such university, college, or other educational organization as may come within the courses of subjects prescribed by the by-laws of the Institute.
- General powers. 11. The Institute, by resolution of the Council, may
- (a) purchase or otherwise acquire land;
 - (b) erect on land held by it or acquire buildings for the purposes of the Institute and lease any part of such buildings;
 - (c) hold, mortgage, lease, dispose of, sell, alienate, or convey any real or personal property;
 - (d) borrow money upon the credit of the Institute, limit or increase the amount to be borrowed, issue debentures or other securities of the Institute, pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient, mortgage, hypothecate, charge, or pledge all or any of the real or personal property, undertaking, and rights of the Institute, present and future, and secure any such debentures or other securities or any money borrowed or any other liability of the Institute, but nothing in this clause limits or restricts the borrowing of money by the Institute on bills of

exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the Institute;

- (e) accept by devise or gift moneys, real estate, or other donations to be used to further the objects of the Institute;
- (f) invest moneys of the Institute not immediately required for the purposes of the Institute in such investments as trustees may by law invest trust funds;
- (g) operate a library for the benefit of members and students and publish, or cause to be published, books, pamphlets, or other publications of interest to members and students;
- (h) do all such other lawful things as are incidental or conducive to the attainment of the objects of the Institute.

Benevolent fund.

12. The Institute may establish and administer a benevolent fund for the benefit of any members or the families of deceased members who may require financial assistance and for the purpose may make and receive contributions and donations.

Surplus.

13. Any surplus derived from carrying on the affairs and business of the Institute shall be devoted and applied solely to promote and carry out its objects and purposes and shall not be divided among its members.

Application of Act.

14. Nothing in this Act shall affect or interfere with the right of any person not a member of the Institute to perform the duties of a secretary in British Columbia.

Idem.

15. Nothing in this Act affects the practice of any profession or calling by any person practising the same under any general or special Act, and nothing in this Act or the by-laws passed by the Council pursuant to this Act shall be taken or deemed to relieve any person from compliance with any general or special Act relating to the practice of any profession or calling.

**Assets and liabilities
of unincorporated
association.**

16. The assets and liabilities of the unincorporated association shall respectively be transferred to and assumed by the Institute as and from the date this Act comes into force.