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***Societies Act***  
**Bylaws of the**  
**Association for Mineral Exploration**  
**British Columbia**

As adopted by the Members of the Association for Mineral  
Exploration British Columbia (AME) on

June 9, 2026

**AME** Association  
for Mineral  
Exploration

## SOCIETIES ACT

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## **1. INTERPRETATION AND APPLICATION**

### **1.1 In these Bylaws:**

“**Act**” means the Societies Act of British Columbia, as amended from time to time.

“**AME**” means the Association for Mineral Exploration British Columbia.

“**Board**” means the directors of AME.

“**Bylaws**” means these Bylaws as altered from time to time.

### **1.2 The definitions in the Act apply to these Bylaws.**

### **1.3 Conflict with the Act**

If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations prevail.

## **2. MEMBER CLASSES AND RIGHTS**

### **2.1 Membership Year**

The membership year of AME is January 1 to the conclusion of the Annual General Meeting of the subsequent year. Membership rights, including voting rights, apply only while a member remains in good standing within the applicable membership year.

### **2.2 Duties of Members**

Every member must uphold the constitution of AME and must comply with these Bylaws and any policies validly adopted under them.

### **2.3 Membership Classes**

AME has the following classes of members:

- Ordinary Members
- Corporate Members
- Life Members
- Honorary Life Members

All classes of members are voting members and are entitled to one vote each, unless otherwise specified in these Bylaws.

Life Members and Honorary Life Members have the same rights as Ordinary Members but are not required to pay membership fees. Corporate Members have the same rights as Ordinary Members, with such rights to be exercised by the respective Corporate Member’s authorized representative.

### **2.4 Membership Restrictions**

Elected officials, individuals employed by government in regulatory or policy roles related to the mineral exploration and mining sector, and any individual whose interests may create a conflict with AME are not eligible for membership.

## **2.5 Good Standing**

A member is in good standing if the member has paid all required membership fees by the applicable due date and is not suspended in accordance with these Bylaws.

Life Members and Honorary Life Members are not required to pay membership fees and are considered to be in good standing unless their membership has been suspended or terminated in accordance with these Bylaws.

A member who is not in good standing may not vote and may not be nominated, elected or appointed as a director.

## **2.6 Corporate Member Representation**

A Corporate Member must appoint one individual as its authorized representative by written notice to AME. The representative is entitled to exercise the voting rights of the corporate member. The appointment may be changed from time to time by further written notice.

## **2.7 Member Rights**

Each member is entitled to receive notice of and attend general meetings.

Each member in good standing is entitled to vote at general meetings.

Each member in good standing who is otherwise qualified under these Bylaws may stand for election as a director.

Members may not represent or speak on behalf of AME unless authorized to do so.

## **2.8 Admission, Renewal, and Cessation**

A person may apply for membership in the class for which the person is eligible, in the form and manner determined by the Board.

The Board, or a committee, officer or employee authorized by directors' resolution, may accept, postpone or refuse an application for membership or for renewal of membership.

An applicant may be admitted or renewed only if the applicant:

- (a) is eligible for the applicable class of membership and is not ineligible under section 2.4;
- (b) has provided the information reasonably required by AME, including, in the case of a Corporate Member, written notice of its authorized representative;
- (c) agrees to comply with the constitution of AME, these Bylaws and applicable policies; and
- (d) has paid the applicable membership fee, if any.

Admission or renewal becomes effective on acceptance of the application or renewal and receipt of the applicable fee, unless the Board or its delegate determines a later effective date.

The Board may establish policies respecting application forms, fees, renewals and administrative procedures, provided those policies are not inconsistent with these Bylaws.

Membership shall be deemed to terminate effective upon resignation, death, or dissolution (for Corporate Members), non-payment of membership fees, or expulsion (in accordance with these bylaws). Membership is non-transferrable.

## **2.9 Discipline**

The Board has authority to suspend or expel a member for conduct that is contrary to these Bylaws, harmful to AME's interests or reputation, or in breach of the Code of Conduct, provided that:

- (a) the member is given written notice of the proposed suspension or expulsion and the reasons for it;
- (b) the member is given a reasonable opportunity to respond; and
- (c) **the decision is made by directors' resolution.**

## **3. MEETINGS OF MEMBERS**

### **3.1 Annual General Meeting**

An Annual General Meeting must be held each year.

Ordinary business at an Annual General Meeting includes:

- (a) consideration of the financial statements;
- (b) consideration of the reports of the directors and the auditor, if any;
- (c) election of the directors required to be elected at the Annual General Meeting;
- (d) appointment of an auditor, if any; and
- (e) other business that does not require a Special Resolution.

### **3.2 Special General Meeting**

The Board may call a Special General Meeting of the members at any time by directors' resolution and must give notice of the meeting in accordance with these Bylaws.

### **3.3 Requisitioned Meetings**

Voting members constituting at least ten percent (10%) of the voting members of AME may requisition the Board to call a general meeting in accordance with section 75 of the Act.

### **3.4 Irregularities in Notice**

A meeting and its decisions remain valid even if a member does not receive notice because of an accidental omission or a delivery failure.

### **3.5 Chair of a General Meeting**

The Chair of the Board presides at general meetings.

If the Chair is absent, unable or unwilling to preside, the Vice-Chair presides.

If neither the Chair nor the Vice-Chair is present within 15 minutes after the time appointed for the meeting, or both decline to preside, the directors present must appoint a director to preside, and if no director is willing or able to preside, the voting members present must choose another member who is present to preside.

A person presiding at a general meeting may step down for all or part of the meeting and designate an alternate to chair that meeting or portion of it if the alternate is approved by a majority of the voting members present.

### **3.6 Notice of General Meetings**

Notice of a general meeting must be given at least fourteen (14) days before the meeting.

Notice may be sent by mail or by electronic means to the recipient's recorded contact information.

Notice sent by mail is deemed to have been received five days after mailing. Notice sent electronically is deemed to have been received on the day it is sent.

If special business is to be considered at a general meeting, the notice of meeting must describe the business in sufficient detail to permit members to make an informed decision.

### **3.7 Quorum at a General Meeting**

A quorum for a general meeting is 25 voting members in good standing participating in person or by permitted electronic means. Members participating electronically are deemed present.

If a quorum is not present within 30 minutes of the scheduled start time, the meeting stands adjourned to a date determined by the Board. If quorum is not present at the reconvened meeting, the members present constitute quorum.

If quorum ceases to be present during a meeting, business must be suspended until quorum is restored or the meeting is adjourned.

### **3.8 Electronic Participation in a General Meeting**

AME may hold a general meeting in person, wholly by electronic means, or partly in person and partly by electronic means, in each case to the extent permitted by the Act.

A person who is entitled to participate in a general meeting may do so by telephone or other communication medium if all persons attending the meeting are able to participate in it, whether by telephone, by other communication medium or in person.

Participation in a general meeting by telephone or other communication medium constitutes presence at the meeting.

If a general meeting is an electronic meeting, AME must permit and facilitate participation in the meeting by telephone or other communication medium.

### **3.9 Voting at General Meetings**

Each member in good standing has one vote.

Except as provided in section 3.11, voting at a general meeting will be by show of hands, voice vote or ballot, as directed by the chair of the meeting, unless the Act requires otherwise.

A secret ballot must be taken if requested by at least 10 voting members entitled to vote at the meeting.

If a general meeting is conducted wholly or partly by electronic means, voting at the meeting may be conducted electronically in a manner that adequately discloses the intentions of the voting members and permits the result to be determined.

The chair must announce the result of each vote, and the result must be recorded in the minutes.

The person chairing a general meeting may vote as a member but does not have a casting or second vote. If there is a tie, the motion is defeated.

Proxy voting is not permitted.

### **3.10 Alternative Voting by Mail or Other Means of Communication**

Unless the members have first authorized an alternative voting method by Special Resolution, members may not vote by mail or by another means of communication, including by fax, email or other electronic means, other than by participating and voting at a general meeting in person or by permitted electronic means under section 3.9.

A Special Resolution under this section may authorize an alternative voting method generally, for a class of meetings, or for a specific meeting, resolution or class of resolutions.

If the members authorize voting by mail or by another means of communication under this section, the Board may, by directors' resolution, implement the authorized voting method for a specified general meeting, a specified class of meetings, a specified resolution or a specified class of resolutions.

### **3.11 Adjournment**

The chair of a meeting may, with the consent of the meeting, adjourn the meeting to another time and place. No business may be conducted at an adjourned meeting other than unfinished business from the original meeting.

## **4. BOARD OF DIRECTORS: COMPOSITION, AUTHORITY AND GOVERNANCE**

### **4.1 Authority**

The Board manages the affairs of AME and exercises all powers not reserved to the members by the Act or these Bylaws.

Members of the Board may not represent or speak on behalf of AME unless authorized by the Board.

## **4.2 Size and Nominations**

### **4.2.1 Board Size**

The Board consists of not fewer than 12 and not more than 18 directors, except as expressly permitted by section 4.2.3.

### **4.2.2 Director Elections and Appointments**

Of the directors, 12 are elected by the voting membership in the election process established by the Board (each such director being an “Elected Director”). Voting will take place no less than fourteen (14) days prior to each Annual General Meeting, with any resulting Elected Directors being deemed to be elected as of the respective Annual General Meeting and to take office immediately thereafter.

The Board may appoint up to 6 additional directors to address identified skills, experience, or diversity gaps, ensuring the Board maintains the competencies required to effectively govern (each such director being an “Appointed Director”). Appointments of any such Appointed Directors are made by majority vote of the Board, with results announced and confirmed at the next Annual General Meeting and such appointments taking office immediately thereafter. The appointment of Appointed Directors will be made by directors’ resolution and will not require ratification or confirmation by the members at the Annual General Meeting.

### **4.2.3 Treasurer Appointment Exemption**

If the Board determines that no sitting director has the necessary skills to serve as Treasurer, the Board may appoint one additional director with appropriate financial expertise and temporarily increase the maximum number of directors by one until the close of the next Annual General Meeting. An individual appointed under this section may stand for election or be reappointed in accordance with these Bylaws.

## **4.3 Election and Terms**

### **4.3.1 Terms**

The term of an Elected Director or an Appointed Director shall be three years and shall begin at the close of the first Annual General Meeting following their respective election or appointment.

Directors appointed to fill a vacancy under section 4.4.1 hold office for the remainder of the unexpired term of the director whose office became vacant.

No individual may serve more than three terms as a director, regardless of whether such terms are as an Elected Director, an Appointed Director, or a combination thereof. Notwithstanding the foregoing, an individual may exceed this maximum term limit by up to one additional year solely to complete service as Past Chair in accordance with section 4.6.5.

### **4.3.2 Term Limits and Succession Interaction**

Service as Vice-Chair, Chair or Past Chair:

- counts toward total director term limits.

- does not extend the maximum nine-year director limit unless otherwise permitted by Special Resolution of the members.

### **4.3.3 Transitional Provisions**

Directors serving at the time of adoption of these Bylaws may complete their current term even if doing so results in service exceeding 9 consecutive years but are not eligible for re-election at the end of that term unless otherwise approved by Special Resolution.

Officers serving at the time of adoption of these Bylaws may complete the remainder of their current officer terms.

## **4.4 Vacancies and Removals**

### **4.4.1 Vacancies**

Subject to the Act and these Bylaws, the Board may appoint a qualified individual to fill a vacancy on the Board.

A director appointed to fill a vacancy holds office for the remainder of the unexpired term of the director whose office became vacant.

If the Board decides not to fill a vacancy by appointment, the vacancy may be filled at the next Annual General Meeting or at a Special General Meeting called for that purpose.

### **4.4.2 Removal**

A director may be removed by Special Resolution of the members.

If a director is removed, the members may, at the same general meeting, elect by ordinary resolution a replacement director to serve for the balance of the removed director's term. If the vacancy is not filled at that meeting, the Board may fill it in accordance with section 4.4.1.

### **4.4.3 Early Vacancy in the Office of Chair or Vice Chair**

If the Chair resigns, is removed or becomes unable to act:

- (a) the Vice-Chair immediately assumes the office of Chair for the remainder of the term; and
- (b) the Board may appoint a new Vice-Chair from among the directors.

If both the Chair and Vice-Chair positions are vacant, the Board will appoint an Acting Chair and an Acting Vice-Chair from among the directors until successors are elected.

If the Board determines that there is no qualified director for the role of Acting Vice-Chair, the Board may fill the role by appointing an individual who is not a director.

### **4.4.4 Validity of Acts Despite Vacancy**

Board decisions remain valid even if there is a vacancy among the directors, provided quorum requirements are satisfied.

#### **4.4.5 Removal from Officer Position**

The Board may remove an individual from an officer position by resolution of two-thirds (2/3) of the directors then in office.

Removal from an officer position does not automatically remove the individual as a director.

Removal as a director may only occur by Special Resolution of the members in accordance with the Act and section 4.4.2.

### **4.5 Meetings and Procedures**

#### **4.5.1 Board Meetings**

A meeting of the Board may be called by the Chair or by any 2 directors.

At least 2 days' notice of a Board meeting must be sent to each director unless all directors agree to a shorter notice period.

No notice of the first Board meeting held immediately following an Annual General Meeting is required if the time and place of the meeting are announced at the Annual General Meeting or otherwise fixed by the Board.

The quorum for the transaction of business at a Board meeting is a majority of the directors then in office and, in any event, not fewer than 2 directors.

Directors may participate in a meeting of the Board by telephone or other electronic means if all participants are able to communicate with each other. A director participating in that manner is deemed to be present at the meeting.

#### **4.5.2 Board Voting**

Questions arising at a Board meeting are decided by a majority of votes cast. In the case of a tie vote, the motion is defeated.

A director chairing a Board meeting may vote as a director but does not have a casting or second vote.

At the request of any director, a secret vote by written or electronic ballot must be taken.

No resolution proposed at a meeting of the Board need be seconded, and the person chairing the meeting may move or propose a resolution.

Proxy voting is not permitted.

#### **4.5.3 Written Resolutions**

A written resolution of the Board has the same force and effect as a resolution passed at a duly convened Board meeting if:

- (a) a copy of the resolution is sent to all directors; and
- (b) at least 75% of the directors then in office consent to the resolution in writing or by electronic means that permits the consent to be retained and reproduced.

A written resolution may be executed or consented to in counterparts and takes effect on the date stated in the resolution or, if no date is stated, on the latest date on which the required consent is given.

#### **4.5.4 Waiver of Notice**

A director may waive notice of a Board meeting in writing or by electronic means before, during or after the meeting.

Attendance of a director at a Board meeting is a waiver of notice unless the director attends solely for the purpose of objecting that the meeting is not lawfully called.

#### **4.5.5 Chair of Board Meetings**

The Chair presides at Board meetings. If the Chair is absent, unable or unwilling to preside, the Vice-Chair presides.

If neither the Chair nor the Vice-Chair is present within 15 minutes after the time appointed for a Board meeting, or both decline to preside, the directors present must choose one of their number to chair the meeting.

A person presiding at a Board meeting may step down for all or part of the meeting and designate an alternate to chair that meeting or portion of it if the alternate is approved by a majority of the directors present.

### **4.6 Board Leadership, Officers and Succession**

#### **4.6.1 Election of Officers**

An individual may only become an officer of AME if appointed by the directors, in compliance with these Bylaws. In addition to the eligibility requirements for officers set out in the Act, an individual who is actively serving as a director of AME is ineligible to concurrently act as an officer of AME, unless that individual has already acted as a director of AME for at least three years.

#### **4.6.2 Officers**

**The officers of AME are:**

- Chair
- Vice-Chair
- Past Chair
- Treasurer

The Vice-Chair and Chair are elected annually from among the directors. Service as Vice-Chair does not guarantee election as Chair.

The officers perform the duties assigned to them by these Bylaws or by the Board.

The Board may create additional officer roles to support Board succession or operational efficiency. These roles must be filled by sitting directors and may be modified or discontinued by the Board at any time.

### **4.6.3 Chair**

The Chair is elected annually by the Board from among the directors. A director must serve a minimum of one year as Vice-Chair before being eligible for election as Chair.

The Chair:

- (a) serves a one-year term;
- (b) may serve a maximum of 3 consecutive one-year terms as Chair; and
- (c) must remain a director throughout the term.

The Chair supervises the other officers in the execution of their duties and presides at general meetings and Board meetings unless these Bylaws provide otherwise.

### **4.6.4 Vice-Chair**

The Vice-Chair is elected annually by the Board from among the directors.

The Vice-Chair:

- (a) serves a one-year term;
- (b) may serve a maximum of 2 consecutive one-year terms as Vice-Chair; and
- (c) must remain a director throughout the term.

If the Vice-Chair's term expires before the Chair's term concludes, the Board may extend the Vice-Chair's term for the purpose of maintaining leadership continuity.

If the Vice-Chair is unable or unwilling to continue, the Board may appoint a replacement from among the directors to serve the remainder of the term.

### **4.6.5 Past Chair**

Upon completion of the Chair's final term, the Chair automatically becomes Past Chair for one year. The position becomes vacant following one term of service.

If the Past Chair has reached the maximum director term limit, the Past Chair may continue to serve for up to one additional year in a non-voting, ex officio capacity.

The Past Chair:

- (a) serves a one-year term;
- (b) provides transition support and governance guidance; and
- (c) serves as an advisor to the Chair and Vice-Chair.

### **4.6.6 Treasurer**

The Treasurer is elected annually by the Board from among the directors.

The Treasurer:

- (a) serves a one-year term;

- (b) may serve up to 9 consecutive one-year terms as Treasurer;
- (c) is not required to complete a previous term as a director prior to serving as Treasurer;
- (d) acts as chair of the Finance Committee;
- (e) supports the Board in fulfilling its responsibilities for financial oversight; and
- (f) is responsible for overseeing the keeping of such financial records, reports and returns as are necessary to comply with the Act and applicable law.

The Treasurer is not a member of the Executive Committee unless the Board resolves otherwise.

#### **4.6.7 Multiple Offices**

Two or more officer positions may be held by the same director if the Board so resolves.

#### **4.7 Officer Voting Rights**

The Chair, Vice-Chair, Past Chair, and Treasurer, if they are directors, have the same voting rights as all other directors.

A Past Chair who continues only in a non-voting, ex officio capacity under section 4.6.5 may not vote and does not count toward quorum.

All other officer positions held by directors count toward quorum for Board meetings.

#### **4.8 Remuneration and Compensation**

Directors serve without remuneration for acting as directors.

Directors may be reimbursed for reasonable expenses necessarily incurred in the performance of their duties, in accordance with policies established by the Board.

Subject to the Act and section 8 of these Bylaws, a director may receive compensation from AME for services provided in another capacity, including as an officer, employee, contractor or professional adviser, if:

- (a) the material interest is disclosed and managed in accordance with the Act and these Bylaws;
- (b) the arrangement is approved by directors' resolution after the disclosure;
- (c) the compensation is fair and reasonable and in the best interests of AME; and
- (d) a majority of the directors are not receiving or entitled to receive remuneration from AME under contracts of employment or contracts for services.

No director is entitled to remuneration for being a director unless these Bylaws are amended by Special Resolution.

## **5. COMMITTEES AND ADVISORY BODIES**

### **5.1 Right to Establish Committees**

The Board may establish standing or special committees and may delegate to a committee any, but not all, of the Board's powers.

Each committee is limited to the purpose and authority for which it is established.

Fiduciary responsibility remains with the Board.

Unless the Board designates a committee as a standing committee, a special committee is dissolved automatically on completion of its mandate or at the end of any period specified by the Board.

### **5.2 Executive Committee**

The Board may establish an Executive Committee composed of such directors as the Board determines and may delegate specific authority to that committee.

The Executive Committee must report its actions to the Board at the next meeting of the Board or at any earlier time directed by the Board.

The Board may limit, vary or revoke any authority delegated to the Executive Committee at any time.

### **5.3 Advisory Bodies**

The Board may establish advisory councils, task forces or other advisory bodies and appoint persons to them.

An advisory body has no legal power to direct the acts or operations of AME and its members are not directors by virtue of their appointment.

## **6. FINANCIAL MATTERS**

### **6.1 Fiscal Year**

The fiscal year of AME is September 1 to August 31.

### **6.2 Auditor**

AME must have an auditor.

The auditor must be appointed by ordinary resolution of the members at each Annual General Meeting to hold office until the close of the next Annual General Meeting.

The Board may fill a vacancy in the office of auditor arising by resignation, death or otherwise, other than by removal, until the close of the next Annual General Meeting.

### **6.3 Delegation of Authority**

The Board may establish financial thresholds and delegation policies by resolution.

## **6.4 Borrowing**

The Board will establish policies governing the permitted uses and reporting requirements for any borrowing undertaken by AME.

The Board may authorize borrowing up to an amount not exceeding 10% of AME's most recently approved annual operating revenue.

Borrowing that exceeds this amount requires approval by Special Resolution of the voting members.

The Board may not use AME's assets as security for a loan without approval by Special Resolution of the members, except where required in the normal course of business.

## **6.5 Contingency Reserve Fund**

AME shall maintain a Contingency Reserve Fund ("CRF") to support financial stability and risk management. The Board will establish policies governing the management, permitted uses and reporting requirements of the CRF.

The CRF includes an initial contribution of \$3.0 million which is intended to be maintained on a permanent basis and may not be transferred to general operations except in accordance with these Bylaws.

The Board has established a minimum balance of \$2.0 million. The CRF may not be reduced below this amount without approval by Special Resolution of the members.

The Board may allocate funds to the CRF, determine the investment and composition of CRF assets and approve expenditures from the CRF of up to 10% of its balance in any fiscal year.

Member approval by Special Resolution is required to authorize expenditures exceeding 10% of the CRF balance in any fiscal year.

## **6.6 Execution of Documents**

Contracts, documents and instruments requiring execution on behalf of AME may be signed by:

- (a) the Chair together with one other director;
- (b) the Vice-Chair together with one other director if the Chair is unavailable; or
- (c) any 2 individuals authorized by resolution of the Board.

The Board may authorize specific persons, including persons who are not directors or officers, to sign specific contracts, documents or classes of documents on behalf of AME.

## **7. RECORDS AND MEMBER ACCESS**

### **7.1 Records Generally**

AME must keep and make available its records in accordance with the Act.

Members may inspect the records of AME to the extent permitted by the Act and these Bylaws.

Except where the Act provides otherwise, a member seeking to inspect a record must give AME at least 5 business days' prior written notice and the inspection must take place during normal business hours or at another reasonable time arranged by AME.

## **8. CONFLICT OF INTEREST**

Directors must comply with the conflict of interest provisions of the Act.

## **9. INDEMNITY AND INSURANCE**

AME will indemnify directors and officers to the fullest extent permitted under the Act.

The Board may purchase directors' and officers' insurance.

## **10. DISSOLUTION**

Upon dissolution, remaining assets will be distributed in accordance with the Act.

## **11. AMENDMENTS**

These Bylaws may only be amended by Special Resolution of the members.



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