



**SUPPORT NETWORK FOR INDIGENOUS WOMEN & WOMEN OF COLOUR**

**BYLAWS**

November 29, 2022

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## **PART 1. PREAMBLE**

### **1.1 PURPOSE**

The purpose of the Support Network for Indigenous Women and Women of Colour (SNIWWOC) Society is stated in the Constitution. It is to improve the health, human rights, and social well-being of people who identify as indigenous women, women of colour, and racialized gender-diverse people in British Columbia.

### **1.2 VALUES**

SNIWWOC achieves this purpose by:

- (a) working against cultural, economic, and structural constraints that limit women's access to health care and full reproductive choice; and
- (b) addressing the social, cultural and political realities of immigrant and indigenous communities.

SNIWWOC:

- (a) is informed by a commitment to reproductive justice;
- (b) recognizes that the struggle for sexual and reproductive rights is not a singular issue;
- (c) is cognisant of the links to wider struggles against oppression such as racism, sexism, colonization, immigration rights, income inequality, and education inequality;
- (d) considers that these intersecting oppressions can limit a person's ability to have control over their body; and
- (e) operates from a holistic and integrated service model.

### **1.3 ACTIVITIES**

SNIWWOC: activities include:

- (a) providing direct services centered around reproductive justice;
- (b) pursuing reproductive justice through food, art and education;
- (c) enabling access to community resources;
- (d) offering peer support and mentorships;
- (e) delivering mental health support services;
- (f) providing emergency care products and services;
- (g) organizing consultations with health care professionals;
- (h) arranging opportunities for indigenous and women of colour to showcase their perspectives;
- (i) supporting other organizations and communities develop affirming spaces for all people;



- (j) mobilizing indigenous women and women of colour around lived experiences to affect change; and
- (k) organizing and mobilizing women to challenge structural power inequalities surrounding reproductive justice.

#### 1.4 INCORPORATION

SNIWWOC was incorporated as a society on October 15 2014 under the British Columbia *Societies Act*, (S.B.C. 2015, c. 18).

#### 1.5 LEGISLATION

The Society's actions are governed by the *Societies Act* and Regulations or any other act or regulations that may replace that legislation.

If there is a conflict between these bylaws and the legislation, the legislation prevails.

### PART 2. INTERPRETATION

#### 2.1 DEFINITIONS

In these bylaws, unless the context otherwise requires:

- **“Act”** see “*Societies Act*” below.
- **“Annual General Meeting” (AGM)** means the meeting of the members that the Society is required to convene each year in accordance with section 5.2 Annual General Meetings.
- **“Annual Report”** means the report that must be filed with the Registrar within 30 days of the AGM.
- **“Board”** means the Board of Directors as elected in accordance with section 7.4 Election of Directors or as appointed in accordance with section 7.5, Appointment of Directors.
- **“Board report”** or **“Directors’ report”** means the report given by the Chair at the AGM on behalf of the Board that provides accountability on the activities of the past year and that may reflect on what is anticipated in the next year.
- **“Board Resolution”** means a resolution:
  - passed by a simple majority of the Directors at a board meeting; or
  - consented to in writing by a simple majority of the Directors who would have been entitled to vote at a Board meeting.
- **“Bylaws”** means these bylaws and any changes that are approved by the members and registered on the system operated by the Registrar for British Columbia.
- **“Conflict of interest”** see Material Conflict of Interest below.
- **“Consent Resolution”** means a resolution that is sent in writing to all Directors and is consented to (approved in a vote) in writing, in counterpart, by simple majority of the Directors.





- **“Constitution”** means the constitution filed with the Registrar and any changes that are approved by the members and the Registrar.
- **“Counterpart”** means one of more copies of a document that are signed and then considered as though they were one document.
- **“Court”** means the Supreme Court of British Columbia.
- **“Director”** means a person who is elected accordance with section Directors section 7.4 Election of Directors or as appointed in accordance with section 7.5, Appointment of Directors.
- **“Electronic meeting”** means a fully or partially electronic meeting in which all persons attending the meeting are able to participate, whether by telephone or other communications medium:
  - **“fully electronic meeting”** means a meeting in which persons are entitled to participate solely by telephone or other communications medium
  - **“partially electronic meeting”** means a meeting in which persons are entitled to participate in person, or by telephone or other communications medium;
- **“Executive Director”** means the person engaged by the Board to manage the Society’s activities and internal affairs (note: referred to in the *Societies Act* as the ‘senior manager’).
- **“Full Member”** means a member who has been approved in accordance with section 4.2 Classes of Members.
- **“Fund(s)”** means the monies administered by the Society.
- **“General Meeting”** means a meeting of the members as described in section 5.1.1, Meetings of members.
- **“Honorary Member”** means a person who has been recognized as such in accordance with section 4.6.3 Honorary Members:
- **“In good standing”** means a member who has met all their legal obligations under the Act and these bylaws.
- **“In person”** means that the member is in the physical space where the meeting is being held or who is connected to the meeting in such a way that they can take all actions, including voting, as if they were in the physical space.
- **“In writing”** means a hard copy (paper) document or a soft copy file or text that is sent electronically by fax, email or other electronic means.
- **“Mailing address”** means the registered office mailing address as set out in the Society’s statement of Directors and registered office.
- **“Material conflict of interest”** means in the context of:
  - **discussing an issue**, information that could alter the discussion and / or the decision;
  - **accounting records**, information that could alter the financial statements such that a reasonable person might notice the difference;



- **preparing a review of the financial position**, information that could noticeably alter the report on the Society's financial position and / or the results of its operations;
  - **conflict of interest for a director or the senior manager**, the situation where it could be difficult for the director or senior manager to separate the interests of the Society and their own in order to objectively consider the issue and vote in the best interest of the Society; and
  - **disclosure of a direct or indirect interest** in a contract, transaction or matter, information that could affect the approval or rejection of a contract, transaction or matter.
- 
- **"Member"** means a person or organization that qualifies for membership in accordance with section 4.1 Members and is approved for membership in accordance with section 4.6 Application for membership.
  - **"Member in good standing"** means a member who has complied with section 4.3 Member obligations.
  - **"Officer"** means a director who, following the annual general meeting, is elected by the Board to be the Chair, Vice-Chair, Treasurer or Secretary.
  - **"Ordinary Resolution"** means a resolution that is consented to by a simple majority of the members with voting rights.\
  - **"Policies"** means the records that set the framework for decisions and actions:
    - taken by the Board (governance policies); and
    - delegated to the senior manager for the administration of the operations (administrative policies).
  - **"Quorum"** means the minimum number of Members required to transact business at a general meeting (see section 5.1.2 Quorum for a general meeting) or the minimum number of directors required to transact business at a board meeting (see section 6.5.2 Proceedings of the Board, Quorum).
  - **"Register of Directors"** means the list of the Directors including their names and contact information.
  - **"Register of Members"** means the list of members by class of membership, including their contact information as provided by the members.
  - **"Registered Address"** means in respect of a member, the member's address as recorded in the Register of Members and reported to the Registrar.
  - **"Registrar"** means the Registrar of Companies of the Province of British Columbia.
  - **"Senior Manager"** means the Executive Director charged with the responsibility of managing the Society's operations.
  - **"Simple majority"** means 50% plus one of those entitled to vote at the meeting.
  - **"Society"** means the Support Network for Indigenous Women and Women of Colour (SNIWWOC) society .



- **"Societies Act"** means the *Societies Act* [SBC 2015] Chapter 18 as enacted or subsequently changed or any act that replaces that Act.
- **"Special Business"** means:
  - any business conducted at a special general meeting as outlined in the notice calling the meeting (see section 5.3 Special General Meetings); and
  - any business conducted at an annual general meeting except adopting the rules of order, considering the financial statements, hearing the Board report, hearing the auditor's report (if any), electing directors, and appointing an auditor (if required).
- **"Special General Meeting"** means a meeting of the members of the Society that is called between annual general meetings in order to deal with urgent matters that require the members' approval (see section 5.3 Special General Meetings).
- **"Special Resolution"** means a resolution that:
  - is passed at a general meeting by at least 2/3 of the votes cast in accordance with section 5.1.7 Voting at a general meeting; or
  - is consented to in writing by 2/3 of the members with voting rights.
- **"Statement of Directors and registered office"** means the statement filed with the Registrar that sets out:
  - the Directors' full names and addresses; and
  - the Society's delivery address and mailing address.
- **"Supporting Member"** means a member that has been approved in accordance with section 4.2.3 Classes of Members, Supporting Members.
- **"Unfilled (director) position"** (see also "vacant position") means a position on the Board:
  - to which no director was appointed at an annual general meeting; and
  - that may be filled only at the following annual general meeting.
- **"Vacant position"** means a director position that was filled through appointment at an annual general meeting and that subsequently becomes vacant (see "Unfilled position").

Other words that are defined in the *Societies Act* have the same meaning in these bylaws as set out in the Act.

## 2.2 GRAMMAR

If a word is used in the singular, where it makes sense, it also means the plural.

Where one gender is referenced, it includes all.

## 2.3 PROCEDURES

Any procedures not covered in the legislation, regulations or these bylaws, are governed by Robert's Rules as these apply to small organizations, by sound governance practices, and by any policies and procedures approved by the Board.



### **PART 3. REGISTERED OFFICE**

The Society's:

- (a) registered office is 203-2722 Fifth Street, Victoria, British Columbia, V8T 4B2;
- (b) delivery address is at the same location; and
- (c) mailing address is at the same location.

The Board may change that address by:

- (a) filing a notice of change with the Registrar; or
- (b) including the change in the annual report filed with the Registrar after an Annual General Meeting.

The change of address is effective the day after the record has been filed with the Registrar.

### **PART 4. MEMBERSHIP**

#### **4.1 MEMBERS**

The Board may:

- (a) propose amendments to the membership classes, criteria, rights and responsibilities;
- (b) set the grounds for suspending and revoking membership;
- (c) determine membership benefits, privileges and services; and
- (d) delegate the process for managing applications for membership through policy, stating the conditions under which applications can be approved and denied.

#### **4.2 CLASSES OF MEMBERS**

There are four classes of members:

- (a) Initial Members;
- (b) Full Members;
- (c) Supporting Members; and
- (d) Honorary Members.

##### **4.2.1 Initial Members**

The Initial Members are:

- (a) the individuals named as directors in the application for incorporation.

##### **4.2.2 Full Members**

Full Members are:

- (a) people who identify as indigenous women, women of colour, and racialized gender-diverse people); and
- (b) whose application for Full Membership has been approved by the Board.



### **4.2.3 Supporting Members**

Supporting Members are:

- (a) organizations and Societies whose mandates or missions and purposes align with, support, or complement the Society's purpose;
- (b) individuals who are supportive of the Society's purpose; and
- (c) whose application for Supporting Membership has been approved by the Board.

### **4.2.4 Honorary Members**

Honorary Members are:

- (a) individuals who have made an exceptional contribution to furthering the Society's Purpose; and
- (b) who have been recognized by the Board for that contribution.

## **4.3 MEMBER OBLIGATIONS**

Member representatives and Members:

- (a) must uphold the constitution and comply with these bylaws;
- (b) must comply with policies approved by the Board;
- (c) are bound by decisions made by the members or the Board; and
- (d) are liable for the payment of dues, subscriptions and assessments levied in accordance with section 4.5 Membership dues; but
- (e) are not liable for the Society's debts or liabilities.

Members who fail to meet their obligations:

- (a) will be considered to be not in good standing; and
- (b) may be held to account as described in section 4.7.1 Suspending a member or section 4.7.2 Expelling a member.

## **4.4 MEMBER RIGHTS**

### **4.4.1 Full Members**

Each Full Member has the right to:

- (a) participate in general meetings;
- (b) requisition general meetings in accordance with section 5.3.2 Requisitioned by members;
- (c) submit proposals for discussion at annual general meetings in accordance with section 5.1.6 Member proposals;
- (d) vote on all matters at a general meeting, casting only one vote;
- (e) nominate qualified Full members for election as directors;
- (f) stand for election as a director if they meet all other required qualifications;



- (g) be appointed as a Board director if they meet all other required qualifications in accordance with section 7.6 Qualifications;
- (h) be appointed to serve on a committee of the Board;
- (i) ask that the review of the financial statements be read at the annual general meeting if a review has been conducted;
- (j) inspect and receive copies of Society records in accordance with section 10.8 Copies of records;
- (k) gain access to those records in accordance with section 10.6.1 Access by Members;
- (l) inspect registers of members and directors in accordance with section 10.7.1 Register of members; and
- (m) use the information in the Society records in accordance with section 10.6.2 Provision, restriction, denial of access.

#### **4.4.2 Supporting Members**

Each Supporting Member that is an organization:

- (a) is entitled to one representative;
- (b) must nominate, in writing, the representative who will act on their behalf;
- (c) may select this representative in any manner that is appropriate to their organization; and
- (d) may subsequently change the representative by notifying the Society of the change in writing.

Each Supporting Member has the right to:

- (a) attend general meetings;
- (b) be appointed to serve on committees; and
- (c) review records in accordance with section 10.5.2, Members.

Supporting Member individuals and representatives:

- (a) do not have voting rights.

#### **4.4.3 Honorary Members**

Honorary Members who are also Full or Supporting members:

- (a) retain all their rights and responsibilities as a Full or Supporting Member;
- (b) remain subject to the same obligations as a Full or Supporting Members as applicable; and
- (c) gain any benefits they have been granted as Honorary Members.

Honorary Members who are not also a Full or Supporting member do not have the right to:

- (a) nominate individuals for appointment to the Board;
- (b) stand for appointment as a director;



- (c) be appointed as a director; or
- (d) vote at a general meeting.

#### **4.5 MEMBERSHIP DUES**

The Board:

- (a) may waive, adjust the amount of or alter the payment schedule for the dues on a case-by-case basis;
- (b) will prorate the dues for any member who is approved for membership after July 1<sup>st</sup>, the start of the financial year, based on the date that membership is approved;
- (c) may approve an increase of up to 5% in the annual dues for the upcoming year;
- (d) will recommend any increase of more than 5% to the members for their approval at the annual general meeting to take effect at the start of the upcoming fiscal year;
- (e) will reflect the decision on the dues in the budget for the upcoming year at a Board meeting to be held within two months of taking office; and
- (f) will inform the members of the dues with the issuance of the membership dues invoice.

Members:

- (a) are expected to pay the dues within 30 days of the invoice being issued;
- (b) who do not pay the dues or make arrangements to pay within 30 days will be in arrears and suspended for 30 days;
- (c) who do not pay the dues or make arrangements to pay within 60 days will be not in good standing and as a consequence will lose the right to attend meetings and the right to vote;
- (d) who do not pay or have not made arrangements to pay the dues within 120 days will be deemed to have resigned.

#### **4.6 APPLICATION FOR MEMBERSHIPS**

The Board:

- (a) will establish the application process; and
- (b) may delegate the administration of the application process to the Executive Director.

Membership:

- (a) is valid once approved;
- (b) is effective when all dues have been paid; and
- (c) remains in effect until the next annual general meeting.

##### **4.6.1 Full Members**

Full Members:



- (a) those who qualify as specified in the definitions;
- (b) must have applied for membership and the application has been approved by the Board; and
- (c) must have paid the required dues.

#### **4.6.2 Supporting Members**

Supporting Members are individuals or organizations that:

- (a) support the Society's purpose;
- (b) have applied for membership; and
- (c) the application has been approved by the Board.

#### **4.6.3 Honorary Members**

Honorary Members are individuals who have made an exceptional contribution to furthering the Society's Purpose.

The Board:

- (a) may confer honorary membership to recognize this exceptional contribution;
- (b) may confer the honour on past and current Members; and
- (c) may approve benefits specific to Honorary Members.

Honorary Members who are also members in good standing:

- (a) retain all their rights and responsibilities as members.

#### **4.6.4 Member obligations**

Members:

- (a) must uphold the constitution and comply with these bylaws;
- (b) must adhere to approved policies;
- (c) must inform the Secretary of any change to their name or contact information;
- (d) are bound by Board decisions;
- (e) are liable for the payment of dues, subscriptions and assessments levied in accordance with these bylaws; and
- (f) are not liable for the Society's debts or liabilities.

#### **4.6.5 Member dues**

The members:

- (a) will approve any proposed increases over 10%.

The Board:

- (a) may approve increases in annual dues up to 10%.





#### **4.7 DURATION OF MEMBERSHIP**

The Board may revoke a membership when, in their sole opinion, continuation of the membership would not be in the best interests of the Society.

##### **4.7.1 Suspending a member**

The Board may:

- (a) suspend the membership of any member who is not in good standing;
- (b) suspend the membership of any member whose conduct is or could be harmful to the Society the sole judgement of the Board;
- (c) reinstate the member when all arrears have been paid in full; and
- (d) terminate the membership on the basis of a deemed resignation if the member has not been in good standing for 90 days after the money was payable.

The Board must give the member:

- (a) not less than 14 calendar days' written notice of the time and place of the Board meeting at which the vote to suspend the membership is to be taken;
- (b) the reason(s) for the proposed suspension; and
- (c) the opportunity to speak at the Board meeting or provide a written submission of no more than 500 words before the Board votes on the resolution.

##### **4.7.2 Expelling a member**

The Full Members may expel a Full Member or a Supporting Member if:

- (a) they consider that the Member's conduct is or could be harmful to the Society in their sole judgement; or
- (b) the Member has willfully committed a breach of the bylaws.

The Board must:

- (a) notify the Member in writing of the proposed expulsion;
- (b) deliver the notice not less than 14 calendar days before the meeting;
- (c) state the time and place of the meeting;
- (d) provide the reason(s) for the proposed expulsion;
- (e) inform the Member proposed for expulsion of their right to address the meeting in person or in writing; and
- (f) will vote by ballot to revoke membership.

The Full or Supporting Member proposed for expulsion:

- (a) must notify the Secretary at least one working day before the meeting if they wish to address the Board;
- (b) must provide any written submission at least five working days before the meeting;
- (c) may present a written statement (not to exceed 500 words);



- (d) may address the meeting for no longer than five minutes; and
- (e) may not be present during the discussion or vote.

The Board, at its sole discretion, may later accept an application for membership from an expelled member.

#### **4.7.3 Termination of membership**

Membership ends when the member:

- (a) resigns in writing; or
- (b) is expelled.

The former member:

- (a) will not be refunded any part of any dues that have been paid; and
- (b) remains liable for all monies owed to the Society when the membership terminates.

#### **4.7.4 Member resignation**

The Board:

- (a) may deem a member to have resigned if the member has not been in good standing for 90 days.

A member:

- (a) may resign by providing written notice to the Secretary;
- (b) must specify when the resignation is to take effect; and
- (c) is liable for any money owing to the Society.

A person ceases to be a member of the Society:

- (a) by delivering his or her resignation in writing to the Secretary;
- (b) by mailing or delivering it to the address of the Society;
- (c) on his or her death or, in the case of a corporation, on dissolution,
- (d) on being expelled, or
- (e) on having been a member not in good standing for 6 consecutive months.

### **PART 5. MEETINGS OF MEMBERS**

General meetings of the society may be held:

- (a) as a fully or partial electronic meeting; and
- (b) if a partial or fully in-person meeting, at a location within British Columbia determined by the Board.

#### **5.1.1 Calling general meetings**

The Board must:

- (a) provide written notice calling a general meeting;



- (b) give no less than seven days' and no more than 60 days' notice in advance of the meeting;
- (c) specify whether the meeting will be fully or partially electronic or fully in-person;
- (d) state the time and reason for the meeting in the notice;
- (e) attach the agenda of the business to be transacted in the notice;
- (f) include the text of any special resolution; and
- (g) send the notice to the members' email addresses where these have been provided.

The notice:

- (a) must be available to all members but if by mistake a member does not receive the notice, the meeting can be held and the proceedings at the meeting are valid; and
- (b) period can be waived or reduced if all members agree in writing.

A member:

- (a) may waive their entitlement to be notified of a general meeting; and
- (b) is deemed to have waived entitlement to notification if the member:
  - (i) is present at the meeting; unless
  - (ii) they are there to object that the meeting is not lawfully called.

### **5.1.2 Quorum for general meetings**

Quorum:

- (a) is twelve (12) members in good standing who either participate in the meeting or have voted in advance of the meeting;
- (b) must participate in the meeting or have voted in advance for the proceedings of a general meeting to be valid;
- (c) is not needed to elect a chair, or to adjourn a meeting, or end a general meeting; and
- (d) is needed for all other business.

If there is no quorum:

- (a) within 30 minutes from the time the meeting was set to start, the meeting:
  - (i) is terminated if it was requisitioned; or
  - (ii) stands adjourned if it was called until the same day in the next week, at the same time and in the same place.
- (b) within 30 minutes of the start time for the adjourned meeting:
  - (i) the voting Members present will constitute quorum for that meeting; and
- (c) during a general meeting:
  - (i) business in progress is suspended until quorum is again present; and



- (ii) after 15 minutes, the meeting is terminated if it was requisitioned; or
- (iii) after 15 minutes, the meeting stands adjourned if it was called until the same day in the next week, at the same time and in the same place.

### **5.1.3 Proceedings at general meetings**

The order of business at all general meetings is:

- (a) electing the chair if necessary;
- (b) determining that there is a quorum;
- (c) confirming the Rules of Order to be used;
- (d) approving the agenda; and
- (e) dealing with unfinished business from the previous general meeting.

If the meeting is the annual general meeting, the order of business continues with:

- (a) approval of the minutes of the last general meeting;
- (b) considering the financial statements;
- (c) considering the auditor's report (if any);
- (d) receiving any other reports on Directors' activities and decisions since the previous annual general meeting;
- (e) any Member Proposals;
- (f) appointing Directors; and
- (g) appointing an auditor (if any).

If the meeting is a special general meeting, the order of business continues with:

- (a) dealing with special business included in the notice calling the meeting.

All general meetings conclude with:

- (a) adjourning the meeting.

### **5.1.4 Chairing a general meeting**

The Board Chair will chair the general meetings.

If the Board Chair is unable to preside or is not present within 15 minutes of the start time in the notice, the meeting will be chaired by:

- (a) the Vice-Chair;
- (b) a director if the Vice- is unable to preside; or
- (c) if none of these is available within 15 minutes of the time set for the meeting, the members present will elect a member to preside.

### **5.1.5 Participating in general meetings**

All Members:

- (a) have the right to attend all general meetings; and



(b) may participate in the proceedings.

All Full Members:

(a) may also vote on all matters if the member is in good standing.

Members may participate in a general meeting:

(a) in person;

(b) by telephone; or

(c) using any electronic communication medium as long as all meeting participants are able to communicate with each other.

#### **5.1.6 Member proposals**

Full Members may propose items to be included in the agenda for an annual general meeting.

The proposal must:

(a) be submitted by a minimum of two of the Full Members;

(b) include the names and signatures of the Full Members making the proposal;

(c) include one statement in support of the proposal to be included in the meeting notice;

(d) include a description on the proposal that together with the statement for the notice does not exceed 500 words; and

(e) not be substantially the same as a proposal considered at a general meeting in either of the two previous calendar years.

The Board must:

(a) include the proposal in the notice calling the annual general meeting if it receives the proposal at least seven days before the notice is sent;

(b) must state the proposal, the members submitting the proposal, and one statement from the proposers in support of the proposal;

(c) must distribute the proposal in advance of the meeting such that members who will vote in advance have sufficient time to do so;

(d) may distribute the proposal either in advance of or at the meeting; and

(e) may decline the proposal if it is substantially the same as a proposal considered at the annual general meeting in the previous two years.

#### **5.1.7 Voting at a general meeting**

Each Full Member in good standing is entitled to one vote.

Voting by proxy is not permitted.

Members may vote:

(a) by email, mail or fax in advance of the meeting;

(b) by show of hands, oral vote or any other method at the meeting as long as the voters' intent is clear;



- (c) by ballot at the meeting:
  - (i) if the motion is with respect to an identifiable company or individual;
  - (ii) before or after a vote conducted as in (a) above, if the members present at the meeting vote by simple majority in favour of a ballot; or
  - (iii) at the direction of the chair.

Members who vote in advance of a general meeting:

- (a) may vote on some or all of the motion being proposed;
- (b) must ensure that the Secretary receives their vote(s) at least 48 hours before the meeting; and
- (c) are aware that minor changes may be made to motions at the meeting.

The Board:

- (a) will refer all matters where there are substantive changes proposed to motions at the meeting back to the Board for further consideration;
- (b) will inform members of the results of their deliberations; and
- (c) may bring the matter back to the members at a future general meeting.

#### **5.1.8 Voting results**

If a vote does not have the majority required:

- (a) the chair does not have a second or casting vote; and
- (b) the proposed resolution does not pass.

The Chair must announce the outcome of each vote.

The Secretary will record the motion and results in the minutes of the meeting.

#### **5.1.9 Adjourning a general meeting**

A general meeting may be adjourned.

If a general meeting is adjourned, the Board must send a new notice if:

- (a) the meeting is adjourned for more than 10 calendar days; or
- (b) new items of business will be added to the agenda.

#### **5.1.10 Changes approved at a general meeting**

A change that is approved at a general meeting:

- (a) that alters the constitution or bylaws, goes into effect when it is uploaded onto the Registrar's system; and
- (b) does not invalidate any prior act that would have been valid if the change had not been made.



## **5.2 ANNUAL GENERAL MEETINGS**

### **5.2.1 Timing**

The Board:

- (a) must approve the financial statements no more than 90 days after the end of the financial year of the report; and
- (b) must hold the annual general meeting no later than six months after the end of the financial year that is being reported on in the financial statements.

### **5.2.2 Ordinary business**

Ordinary business at the annual general meeting is the:

- (a) adoption of the rules of order;
- (b) consideration of the financial statements;
- (c) consideration of the Directors' Report and any other reports from the Directors;
- (d) business arising out of any Directors' report that does not require a special resolution;
- (e) consideration of any auditors' reports;
- (f) election and appointment of Directors; and
- (g) appointment of an auditor.

At the annual general meeting, the Board must present:

- (a) the annual financial statements; and
- (b) the annual report.

At the annual general meeting, the members:

- (a) may adopt any changes to the rules of order;
- (b) must consider the financial statements and the annual report;
- (c) may elect members to be directors; and
- (d) must consider and vote on any special resolutions that were included with the notice calling the meeting.

### **5.2.3 Requesting items for inclusion**

Members may ask that item(s) be added to the agenda.

The item:

- (a) will be included on the agenda distributed before the meeting if it is received up to 24 hours before the meeting notice is distributed;
- (b) may be put forward as a motion to amend the agenda when the motion to approve the agenda is tabled at the start of the meeting; and
- (c) may be added during the meeting if proposed, seconded and approved by a 2/3 majority



#### **5.2.4 Adjourning an annual general meeting**

The Chair:

- (a) may adjourn the meeting; and
- (b) must adjourn a meeting if so-directed by a simple majority of the voting members present.

Business at an adjourned meeting is restricted to the unfinished business from the adjourned meeting.

Unless the meeting is adjourned for 30 days or more, the Board does not have to give notice of the:

- (a) adjourned meeting; or
- (b) the business to be transacted at the adjourned meeting.

### **5.3 SPECIAL GENERAL MEETINGS**

#### **5.3.1 Called by the Board**

The Board:

- (a) may call a general meeting at any time to deal with item(s) that cannot be delayed until the next annual general meeting;
- (b) must provide notice of the meeting no more than 60 days before and no less than 21 days before the meeting;
- (c) must send the notice of the meeting to all voting members; and
- (d) may send the notice by email.

The proceedings at the meeting are valid even if the Board accidentally omits to send the notice to a voting member or if the member does not receive the notice.

#### **5.3.2 Requisitioned by members**

Voting Members may requisition a general meeting.

The requisition:

- (a) must be submitted by at least 5 Full Members;
- (b) must show the names and signatures of the requisitionists;
- (c) must state the business to be discussed in no more than 200 words, including any special resolution the requisitionists wish to have considered;
  - (i) may be made in a single record or may be several records in similar form;
- (d) must be delivered to the Society's registered address; and
- (e) must be sent to all Directors.

The Board:

- (a) must call the meeting within 21 days of receiving the requisition or, failing to do so, the majority of the requisitionists may call the meeting;





- (b) must hold the meeting within no more than 60 days after receiving the requisition;
- (c) must send the notice in the same manner as if they had called the meeting; and
- (d) must conduct the meeting for the sole purpose stated in the requisition.

The Society will reimburse the requisitionists for actual costs reasonably incurred unless the members vote not to do so by an ordinary resolution at the meeting.

### **5.3.3 Ordered by the Court**

The court may order that a general meeting be held:

- (a) at the request of a voting member or a director; or
- (b) for any reason the court considers appropriate.

The court:

- (a) will direct how the meeting will be called, held and conducted;
- (b) will specify the notice, date, time, location and manner; and
- (c) may order that the quorum be varied or dispensed with at the meeting.

## **PART 6. BOARD**

### **6.1 BOARD DUTIES**

The Board oversees the management of the Society's activities and internal affairs.

The Board will:

- (a) will administer all the affairs of the Society;
- (b) will provide strategic direction to the Society;
- (c) will oversee the Society's operations;
- (d) will oversee the financial viability of the Society and set the budget;
- (e) will establish terms of reference for all committees of the Board;
- (f) will appoint the members of the committees; and
- (g) may employ an Executive Director to be the senior manager for all operational duties delegated by the Board.

The Board:

- (a) may not delegate the responsibility for:
  - (i) setting and approving the budget;
  - (ii) approving the financial statements;
  - (iii) accepting the management review of the financial statements; and
  - (iv) revoking membership.

### **6.2 BOARD POWERS**

The Board:



- (a) can take any actions that the Society may take;
- (b) has the power to deal with all Society business between general meetings and
- (c) must comply with all laws affecting the Society, these bylaws and any policies or procedures that are passed at a general meeting.

### **6.2.1 Validity of acts**

The Board's acts:

- (a) are valid:
  - (i) for the purpose of appointing directors to fill vacancies even if there are fewer than a quorum;
  - (ii) if they comply with the governance documents that were in place at the time; and
  - (iii) remain valid even if the governance is subsequently changed.
- (b) are not invalid because of a defect in how director(s) were appointed.

### **6.2.2 Delegation**

The Board may:

- (a) delegate tasks and responsibilities to individual Directors or committees;
- (b) delegate responsibilities of a director; and
- (c) cancel the delegation at any time.

## **6.3 BOARD COMPOSITION**

The Board will have between 4-7 Directors.

The Executive Director is not a member of the Board but provides support to the Board.

## **6.4 COMMITTEES OF THE BOARD**

### **6.4.1 Establishing committees**

The Board:

- (a) may establish standing and *ad hoc* committees to carry out tasks;
- (b) will establish terms of reference for each committee;
- (c) may appoint the chair and / or the members of each committee; and
- (d) will include at least one director to be on the committee and liaise with the Board.

The committees:

- (a) may elect the chair if the Board has not done so;
- (b) may meet and adjourn as they think proper; and
- (c) must report in a timely way to the Board on their activities, expenditures and outcomes.



#### **6.4.2 Finance Committee**

The Finance Committee:

- (a) consists of the Chair, Vice-Chair and Treasurer;
- (b) is chaired by the Treasurer;
- (c) proposes dues and fees for inclusion in the budget;
- (d) drafts the budget for the upcoming year.

#### **6.4.3 Ad Hoc committees**

The Board:

- (a) may establish ad hoc committees.

The *ad hoc* committee:

- (a) will carry out the tasks and duties assigned to them by the Board;
- (b) will make recommendations to the Board;
- (c) has no power to make decisions or take action; and
- (d) must report regularly and in a timely way to the Board on their activities, expenditures and outcomes.

### **6.5 PROCEEDINGS OF THE BOARD**

#### **6.5.1 Board meetings**

The Board may meet:

- (a) in a fully or partial electronic meeting;
- (b) in a partial or fully in-person meeting at a location within British Columbia determined by the Board; and
- (c) at any time that it considers to be suitable but at least once in each financial quarter.

#### **6.5.2 Quorum**

A quorum of the Board is a simple majority of the Directors.

Directors who are unable to attend a meeting:

- (a) should notify the Secretary;
- (b) may vote in advance of the meeting;
- (c) must register any advance vote(s) with the Chair or Secretary; and
- (d) are then considered to be present for the purpose of a quorum.

#### **6.5.3 Calling a meeting**

The Chair:

- (a) may call a meeting of the Board at any time; and
- (b) must call at least one meeting in each financial quarter.



The Board:

- (a) will set the time and date of Board meetings for the upcoming year at the first meeting of the Board after the annual general meeting.

Any three Directors:

- (a) can require the Secretary to convene a Board meeting;
- (b) must make the request in writing; and
- (c) must give the reason(s) for the meeting.

The Secretary:

- (a) must convene the meeting within 14 calendar days of receiving the request (see section 10.9.2 Receiving records).

A majority of the Directors who requested the meeting:

- (a) can call the meeting if the meeting has not been held by the 14th day; and
- (b) must hold the meeting within 30 calendar days of the request being received.

#### **6.5.4 Meeting notice**

The Secretary:

- (a) must send notice of a Board meeting at least five working days in advance of the meeting;
- (b) does not have to send a meeting notice to:
  - (i) a newly elected or a newly appointed director if the meeting is held immediately after the meeting at which the director was elected or appointed; and
  - (ii) a director during any period when they are absent from British Columbia.

The Directors may waive the notice period if all agree.

#### **6.5.5 Chairing the meeting**

The Chair will chair the Board meetings.

Vice-Chair will chair the meeting if the Chair is not present 15 minutes after the meeting was scheduled to start.

The Directors may choose a director who is present to chair the meeting if neither the Chair nor the Vice-Chair is then present.

#### **6.5.6 Participating in the meeting**

Directors:

- (a) can participate in person, by telephone or by any other communication medium as long as all members are able to communicate with each other; and
- (b) are considered to be present at the meeting regardless of how they participate.

Members:



- (a) may be present at any Board meeting;
- (b) may address the Board if:
  - (i) they make a request in writing;
  - (ii) the request is delivered to the Chair at least five working days before the meeting in question; and
  - (iii) the Chair, with the advice of the officers, approves the request.

### **6.5.7 Voting at a Board meeting**

Directors:

- (a) may vote on resolutions at a Board meeting;
- (b) in advance of a Board meeting; or
- (c) by a consent resolution.

Resolutions:

- (a) are passed by:
  - (i) a simple majority of the Directors; or
  - (ii) special resolution if required in these bylaws; or
- (b) passed as consent resolutions will be read into the minutes of the following Board meeting.

Voting:

- (a) is normally by a show of hands;
- (b) may be by written ballot if:
  - (i) required by the bylaws; or
  - (ii) requested by a majority of the Directors.

If a vote is tied:

- (a) the Chair does not have a second or casting vote; and
- (b) the resolution does not pass.

## **PART 7. DIRECTORS**

### **7.1 DIRECTOR DUTIES**

Directors:

- (a) will carry out the normal duties of such a position;
- (b) may be tasked with chairing a standing or *ad hoc* committee; and
- (c) will perform other duties as the Board may assign from time to time.

### **7.2 FIDUCIARY EXPECTATIONS**

The Directors must:



- (a) act honestly and in good faith with a view to the best interests of the Society;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with this Act and the regulations; and
- (d) subject to paragraphs (a) to (c), act in accordance with these bylaws.

The Directors must:

- (a) without limiting the above, act with a view to the Society's purpose.

Nothing in a contract or the bylaws relieves a director from:

- (a) the duty to act in accordance with the Act and the regulations; or
- (b) liability for any negligence, default, breach of duty or breach of trust.

### **7.3 MATERIAL CONFLICT OF INTEREST**

A director may have a 'material conflict of interest' in accordance with section 2.1 Definitions, Material Conflict of Interest (d).

#### **7.3.1 Disclosure**

The Director:

- (a) must disclose fully and promptly to the other Directors the nature and extent of the interest;
- (b) abstain from voting on the contract, transaction or matter under consideration;
- (c) leave the Directors' meeting, if any, when the issue is discussed;
- (d) may be present to provide information;
- (e) must not act in any way to influence the discussion or vote; and
- (f) is counted as being present for quorum.

#### **7.3.2 Determination**

The Board:

- (a) will consider any submission from a Full Member or a Director that raises a question on a Director's conflict of interest;
- (b) will inform the Director of the report and investigation;
- (c) will provide an opportunity for the Director to provide relevant information; and
- (d) will in their sole and final judgement, determine whether or not there is a material conflict of interest.

A Director who is contracted to perform paid work for the Society and:

- (a) who will make a profit on the contract, must declare the conflict in advance;
- (b) who does not declare a conflict of interest in advance;
  - (i) must pay an amount equal to any profit; or



- (ii) does not have to pay any penalty if after disclosure, the contract or transaction is approved by the Board or by a special resolution by the members.

### **7.3.3 Records of material conflicts of interest**

The conflict of interest must be recorded in:

- (a) the minutes of the Board meeting where the conflict of interest was disclosed; or
- (b) the consent resolution of directors with respect to the conflict of interest.

## **7.4 ELECTION OF DIRECTORS**

### **7.4.1 Positions for election**

Before each annual general meeting, the Board:

- (a) will determine the number of positions that need to be filled;
- (b) will identify those Directors:
  - (i) whose terms of office will continue after the AGM and who will thus remain on the Board;
  - (ii) whose terms of office end at the AGM but who have not served the maximum term of office and are thus eligible for re-election; and
  - (iii) who have served the maximum number of terms and who are thus not eligible for re-election.

### **7.4.2 Nominations for directors**

The Board:

- (a) will issue a call for nominations at least 21 calendar days before the annual general meeting; and
- (b) will close nominations seven calendar days before the annual general meeting.

Members in good standing:

- (a) can nominate a Full Member;
- (b) must obtain the member's written consent to stand; and
- (c) submit the nomination to the Secretary of the Board at least 5 calendar days before the annual general meeting.

### **7.4.3 Elected directors**

The members will vote in accordance with section 5.1.7 Voting at a General Meeting in order to elect:

- (a) directors to fill vacancies on the Board at the annual general meeting; and
- (b) a member to replace a Director they have removed from office at a general meeting.



## **7.5 APPOINTMENT OF DIRECTORS**

### **7.5.1 Appointment to fill a vacancy**

The Board:

- (a) may appoint a member to fill a vacancy if a Director resigns or is deemed to have resigned; and
- (b) may leave a director position vacant if no member is willing to serve.

## **7.6 QUALIFICATIONS**

A Director must:

- (a) be a Full Member;
- (b) be at least age 16 as of the annual general meeting;
- (c) not have been found to be incapable of managing his or her own affairs by any court in Canada or elsewhere;
- (d) not be an undischarged bankrupt;
- (e) not have been convicted in any jurisdiction of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:
  - (i) the court orders otherwise;
  - (ii) 5 years have elapsed since the last to occur of:
    - the end of the period set for suspension of the passing of sentence without a sentence having been passed,
    - the imposition of a fine,
    - the end of the term of imprisonment, and
    - the end of the term of any probation, or
  - (iii) a pardon was granted or issued, or a record suspension was ordered, under the Criminal Records Act (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect:
- (f) not have been found guilty of an offense against a youth by any court in Canada or elsewhere;
- (g) not have been found guilty of misconduct by an official sports organization;
- (h) have agreed in writing to serve on the Board; and
- (i) be appointed in accordance with these bylaws.

A Director:

- (a) must resign immediately if at any point they:
  - (i) declare that they are no longer qualified; or
  - (ii) the Board deems that they have ceased to be qualified.





## **7.7 DIRECTORS' TERMS OF OFFICE**

### **7.7.1 Elected directors**

Directors who are elected at the annual general meeting:

- (a) can serve for up to six years, consisting of two consecutive three-year terms, excluding any appointed or *ex officio* terms;
- (b) retire from office at the annual general meeting when their successors are elected; and
- (c) are eligible for re-election after a break of at least one year after serving on the Board as an elected or *ex officio* Director.

The Members may approve an exemption to the consecutive term limitation.

### **7.7.2 Appointed directors**

Directors who are appointed between annual general meetings to fill a vacant position:

- (a) hold office until the next annual general meeting; and
- (a) are eligible for election at the annual general meeting.

## **7.8 RESIGNATION OF A DIRECTOR**

A Director who intends to resign:

- (a) must do so in writing; and
- (b) must stipulate if the resignation is effective:
  - (i) when the Society receives the resignation;
  - (ii) on a specified date; or
  - (iii) on the occurrence of a specified event.

The Board can deem a Director to have resigned from the Board if:

- (a) the Director has not attended at least 60% of the Board meetings in any 12-month period;
- (b) the Director has not attended three consecutive Board meetings without a reason that the Board considers to be valid;
- (c) the Director is not in good standing for a period of 12 months; or
- (d) the Director ceases to be a member.

## **7.9 REMOVAL OF A DIRECTOR**

The Full Members can remove a Director if:

- (a) they consider that the Director's conduct has been contrary to the best interests of the Society.

The Board must give the Director:

- (a) not less than 14 calendar days' written notice of the time and place of the general meeting at which the vote is to be taken;



- (b) the reason(s) for the proposed expulsion; and
- (c) the opportunity to speak to the Members and / or provide a written submission before the Board votes on the resolution.

The appellant:

- (a) may present a written statement (not to exceed 200 words) or may speak to the membership; but
- (b) may not be present during the discussion or vote.

The Board must:

- (a) send a notice to the members calling a general meeting;
- (b) include the text of the special resolution and the reason(s) for the proposed removal; and
- (c) include the written statement from the Director in question if it is received before the Board sends out the notice.

The Members:

- (a) will vote by ballot.

## **7.10 PROTECTION OF DIRECTORS**

### **7.10.1 Liability of directors**

A Director is not liable for the consequences of any decision or action if they:

- (a) carried out the duties reasonably and in good faith; and
- (b) relied on:
  - (i) the financial statements;
  - (ii) a financial review report;
  - (iii) written report from a qualified professional;
  - (iv) a statement of fact from another Director; or
  - (v) any information a court considers provides reasonable grounds for the actions.

The Society will purchase and maintain insurance to protect the Directors and the Executive Director against any liability that may be incurred by having been a director or the Executive Director.

### **7.10.2 Indemnification**

The Society may:

- (a) indemnify the Directors against all penalties in respect of a legal proceeding or investigative action;
- (b) purchase indemnification insurance; and
- (c) pay expenses actually and reasonably incurred.



### **7.11 REMUNERATION**

No Director will be paid for serving as a director.

Directors will be reimbursed for all necessary and reasonable expenses that they incur as directors.

## **PART 8. OFFICERS**

### **8.1 OFFICER POSITIONS**

The Officers are the:

- (a) Chair;
- (b) Vice-Chair;
- (c) Secretary;
- (d) Treasurer; and
- (e) Immediate Past-Chair.

The Board may combine the duties of the Secretary and Treasurer into a Secretary-Treasurer position.

### **8.2 OFFICERS' DUTIES**

#### **8.2.1 Chair**

The Chair:

- (a) chairs the Board and general meetings;
- (b) provides leadership and direction to the Board and committees;
- (c) may move or second a resolution;
- (d) may delegate responsibilities to Directors;
- (e) sits as an *ex officio* member on all committees;
- (f) represents the Society in public presentations; and
- (g) performs such other duties as the Board may determine from time to time.

#### **8.2.2 Vice-Chair**

The Vice-Chair:

- (a) carries out the Chair's duties if the Chair is absent or otherwise unable to act; and
- (b) performs such other duties as the Board may determine from time to time.

#### **8.2.3 Secretary**

The Secretary:

- (a) is responsible for the Board and Society's correspondence;
- (b) issues notices of general meetings and board meetings;
- (c) takes and stores minutes of board and general meetings;



- (d) has custody of all the Society's records and documents except those kept by the treasurer; and
- (e) maintains the register of members.

If the secretary is absent from a meeting, the chair will appoint another person to assume the duties for the meeting.

#### **8.2.4 Treasurer**

The Treasurer:

- (a) ensures that the financial records, including books of account, are kept in accordance with legally required standards;
- (b) provides financial reports to the Board when required;
- (c) ensures that all accounts receivable and accounts payable are attended to in a timely manner;
- (d) ensures that all funds are properly secured;
- (e) prepares or has the financial statements prepared in compliance with the Societies Act;
- (f) provides financial statements to the Board, members and others as required; and
- (g) present the annual financial statements for the preceding year at the annual general meeting.

#### **8.3 ELECTION OF OFFICERS**

The Board:

- (a) will elect the Officers at the first board meeting after the annual general meeting; and
- (b) may elect a Director to serve in an officer position more than once.

The Past-Chair serves *ex officio* so does not require appointment to the Board or election as an officer.

#### **8.4 RESIGNATION OF AN OFFICER**

If an Officer resigns from an officer position and remains on the Board, the Board:

- (a) must assign the officer duties to another Director.

If an Officer resigns from an officer position and leaves the Board, the Board:

- (a) must assign the officer duties to another Director; and
- (b) may appoint another member to fill that Director's position in accordance with section 7.5.1, Appointment to fill a vacancy

#### **8.5 REMOVAL OF AN OFFICER**

The Board:

- (a) can remove a Director from an officer position; but



(b) cannot remove a Director from the Board (see section 7.9, Removal of a Director).

To do so, the Board must:

- (a) notify the Officer of the proposed removal;
- (b) call a Board meeting;
- (c) distribute the resolution for removal at least seven days before the meeting;
- (d) hear and / or read any presentation from the Officer in question before voting;
- (e) pass the resolution with a 2/3 majority;
- (f) send a copy of the resolution to the Director; and
- (g) elect a replacement officer for the remainder of the term.

## **PART 9. FINANCE**

### **9.1 FINANCIAL YEAR**

The financial year is from July 1 to June 30.

### **9.2 BANKING**

All Society funds will be deposited:

- (a) in a financial institution that,
  - (i) is regulated by the Superintendent of Financial Institutions;
  - (ii) carries on a banking business; and
  - (iii) is selected by the Board; and
- (b) to the credit of the Society.

### **9.3 PAYMENT OF ACCOUNTS**

Any two of the following must approve each payment from the account:

- (a) Chair;
- (b) Vice-Chair;
- (c) Secretary;
- (d) Treasurer / Secretary-Treasurer; and
- (e) Past Chair.

### **9.4 BORROWING POWERS**

The Board may at their discretion:

- (a) borrow money; and
- (b) issue bonds, debentures, notes or other evidences of debt obligations
  - (i) at any time;
  - (ii) to any person; and



(iii) for any consideration.

#### **9.5 FINANCIAL STATEMENTS**

The Board, at each annual general meeting:

- (a) must present the financial statements for the period;
  - (i) beginning immediately after the end of the preceding financial year,
  - (ii) ending not more than six months before the annual general meeting at which the financial statements are presented, and
- (b) the financial review report, if any, on those financial statements.

#### **9.6 AUDIT OF ACCOUNTS**

The Society is not required to have an audit conducted on the financial statements.

### **PART 10. SOCIETY RECORDS**

#### **10.1 RECORDS TO BE KEPT**

The Society will keep two kinds of records, those that:

- (a) relate to the formation of the society, from official bodies, and the composition of the society; and
- (b) relate to the operation of the society.

##### **10.1.1 Foundational records**

The Society must keep records related to its formation, registers of members and directors and records related to the Society as a whole:

- (a) the certificate of incorporation as a society;
- (b) certified copies from the Registrar of the:
  - (i) constitution;
  - (ii) bylaws;
  - (iii) statement of directors; and
  - (iv) statement of the Society's office;
- (c) copies of records from the Registrar, other than in response to a request;
- (d) orders from any:
  - (i) court or tribunal, and
  - (ii) government body, agency or official;
- (e) the register of directors with their contact information;
- (f) consents to act as director, declarations of conflict of interest and resignations;
- (g) disclosures of interest by Directors or the Executive Director;
- (h) register of members, by classes of members with contact information;



- (i) the minutes of general meetings, including the text of each resolution passed;
- (j) consents to resolutions received from Members in the case of consent resolutions;
- (k) the financial statements; and
- (l) reviews of the financial statements.

### **10.1.2 Operational records**

The Society must keep records of its operations:

- (a) the minutes of each meeting of directors, including:
  - (i) a list of the Directors present, and
  - (ii) the text of each resolution passed at the meeting
- (b) a copy of each consent resolution and a copy of each of the consents;
- (c) accounting records of each transaction that materially affected the financial position; and
- (d) audit reports.

### **10.2 DISPOSAL OF RECORDS**

The Society may dispose of records that:

- (a) were created or last altered more than 10 years previously; and
- (b) are no longer relevant to the activities or internal affairs of the Society.

### **10.3 LOCATION OF RECORDS**

The Society will keep non-electronic and electronic records at the Society's registered office.

The Board may approve other location(s) at which some or all of the records may be kept.

If there are records that are not kept at the registered office, the Society must have a written notice at the registered office showing the location(s) and the records that are stored there.

### **10.4 MAINTENANCE OF RECORDS**

The Society will take reasonable precautions in preparing and keeping the records to:

- (a) keep the records in a complete state;
- (b) avoid loss, destruction or damage to the records;
- (c) prevent tampering with the records; and
- (d) make access simple, reliable and prompt.

### **10.5 INSPECTION OF RECORDS**

The Directors, Members and other authorized persons must be able to inspect the books and records at all reasonable times.

#### **10.5.1 Directors**

Directors may, without charge, inspect any Society record in section 10.1, Records to be kept.



### **10.5.2 Members**

Members may, without charge, inspect:

- (a) the records listed in section 10.1 Records to be kept;
- (b) directors' disclosures of interest;
- (c) Board meeting minutes;
- (d) consent resolutions;
- (e) accounting records that affect the financial position; and
- (f) financial statements.

### **10.5.3 Public**

A member of the public:

- (a) is not entitled to access any of the Society's records.

## **10.6 ACCESS TO THE RECORDS**

The Society may set:

- (a) a reasonable period of notice; and
- (b) reasonable restrictions on the times for the inspection.

### **10.6.1 Access by members**

Members who want to inspect the register of members must:

- (a) apply for access in writing;
- (b) state their name; and
- (c) state that the information obtained will only be used to:
  - (i) requisition or call a general meeting;
  - (ii) seek support for a member proposal; or
  - (iii) influence the voting of members.

The Society:

- (a) will provide members access to all documents that they are entitled to see;
- (b) may impose a reasonable period of notice;
- (c) may place reasonable restrictions on the times during which the member may inspect the documents; and
- (d) will do so without charge.

### **10.6.2 Provision, restriction, denial of access**

The Board:

- (a) may restrict access if it considers the release may be harmful to the Society or one or more members;





- (b) will restrict access to the Directors' register unless the information will be used solely for the Society's activities or internal affairs; and
- (c) will provide access only if the information will be used for organizational purposes.

The Society will:

- (a) respond to requests for inspection within 14 days;
- (b) provide a member with a copy of the constitution, bylaws and most recent financial statements without charge; and
- (c) determine whether to charge a fee and set that fee in accordance with the Regulations.

## **10.7 INSPECTION OF REGISTERS**

### **10.7.1 Register of members**

The Board may, by resolution, restrict a member's right to inspect the Register of Members if they determine that inspection would be harmful to the Society or to the interests of one or more of its members.

If the rights have been restricted, a member may apply in writing to the society to inspect the register of members. The application must:

- (a) include the applicant's name, and
- (b) confirm that the information will only be used to:
  - (i) requisition or call a general meeting;
  - (ii) submit a Members' Proposal; or
  - (iii) influence the voting of members.

If the application is approved, the member may inspect the register without charge.

The Board may:

- (a) impose a reasonable period of notice; and
- (b) restrict the times during which the member may inspect the register of members.

Any member who inspects the register of directors can only use the information in connection with matters related to the Society's activities or internal affairs.

### **10.7.2 Register of directors**

The register of directors can only be used in connection with matters related to the Society's activities or internal affairs.

## **10.8 COPIES OF RECORDS**

A member may request a copy of any document which they are entitled to access.

The Society:

- (a) may charge a fee unless these bylaws say that the person may receive the copy free of charge;
- (b) will provide the copy if any required fee is paid; and



- (c) will send the copy no later than 14 days after the request is received and any required fee has been paid.

## **10.9 SENDING AND RECEIVING RECORDS**

### **10.9.1 Sending records**

The Society will provide the records by:

- (a) email, fax or mail if the recipients provides that information;
- (b) pick-up at the registered office;
- (c) delivery, at cost to the recipient, to the address provided by recipient; or
- (d) any other manner agreed to by the parties.

### **10.9.2 Receiving records**

A record is considered to have been received at the beginning of the:

- (a) 3<sup>rd</sup> day after the record is delivered to the delivery address;
- (b) 5<sup>th</sup> day after the record is mailed; and
- (c) 3<sup>rd</sup> day after the record is emailed or faxed.

### **10.9.3 Records served**

The Society may be served a record if it is delivered to the registered office or to a Director.

## **PART 11. SEAL**

### **11.1 REQUIREMENT FOR A SEAL**

The Society does not use a seal.

## **PART 12. DISSOLUTION OF THE SOCIETY**

### **12.1 DISSOLUTION**

The Society:

- (a) may submit a request to the Registrar to dissolve the society;
- (b) must pay all obligations before distributing any residual funds or assets;
- (c) must return any remaining funds received as a grant or contribution from the Government of BC to the Minister of Finance of the Province of British Columbia;
- (d) may distribute the remaining assets to:
  - (i) a registered society whose mission / mandate / purpose is aligned with the Society, or
  - (ii) a qualified recipient by ordinary resolution of the Full Members ; or
  - (iii) if passing an ordinary resolution is not feasible, as specified in a Board resolution.



**PART 13. AMENDMENTS**

The Full Members may amend these bylaws:

- (a) at a duly called general meeting; and
- (b) by special resolution.