

TO: AVICC Members
FROM: AVICC Executive
DATE: February 25, 2013
RE: **SPECIAL RESOLUTION TO AMEND AVICC'S
CONSTITUTION AND BYLAWS RESPECTING
MEMBERSHIP**

Policy Paper

2013 AVICC
AGM & Convention

1. DECISION ITEM

To consider the proposed amendments to AVICC's Constitution and Bylaws that will allow for membership by First Nations and other local governments based on criteria established by the Executive.

2. BACKGROUND

At their AGM & Convention in 2006, AVICC members endorsed extraordinary resolution ER1 – First Nations Membership that supported the creation of a special membership category for First Nations wishing to join AVICC that would allow them membership rights immediately and voting privileges when self-government status was achieved. Regrettably, these provisions were not included in the Constitution and Bylaws signed by the members during the Incorporation of the Association of Vancouver Island and Coastal Communities ("AVICC") completed January 2, 2007.

Legal counsel was consulted regarding the steps required to correct this oversight. Because the resolution pre-dates the signing of the current Constitution and Bylaws, the process requires the membership to endorse a new special resolution to amend the Constitution and Bylaws. Preparing to draft the new resolution to make the required amendments has provided the opportunity to review the original resolution and the Constitution and Bylaws document for changes that may be required.

3. DISCUSSION

Alignment of Membership Criteria with UBCM and Other Area Associations

As an area association under the umbrella of the Union of BC Municipalities (UBCM), it is logical that the membership provisions should be aligned with UBCM's and its other area associations. The Union of BC Municipalities and the North Central Local Government Association both provide criteria for First Nations to be accepted as local government members. Their Bylaws extend membership to other local governments that meet criteria established by the respective Executive, but do not allow non-voting membership with the exception of life members. The criteria established by the Executive is contained in the respective Executive Policies and currently includes local governments that have "elected representation, the ability to tax; and the ability to exercise regulatory power or provide local services."

This established criteria has been used for many years and has been found to be sufficiently broad to have extended membership in UBCM to local governments including First Nations who have similar interests and objectives. As AVICC's stated Purposes are closely aligned with UBCM's Mission

Statement, utilizing the same criteria should meet AVICC's needs as well. As a small association with only a .6 fte of staff support, AVICC is quite limited in its resources and opening the membership to a non-voting category beyond life members would require significant consideration as there currently is not a precedent that would provide guidance.

Unlike UBCM's Bylaws, when AVICC incorporated, the provisions for membership were extended to include "a person who holds the office of mayor or councilor of a member municipality or chairperson or director of a member regional district or a trustee of the Islands Trust." It is possible to extend the definition to include "Chief or councilor of a member First Nation" which would deal with First Nations in the current environment, but this may not be sufficiently broad to cover all situations that could arise in future. A better solution would be to replace the named positions with a more inclusive statement such as "any person who is an official of a member by virtue of having been elected in accordance with the laws of British Columbia or Canada ['Elected Officials']."

Geographic Region

The Constitution itself does not have a geographic reference, but appears to refer to the membership section of the Bylaws that according to legal counsel is quite unusual. It would provide greater clarity to incorporate the broadly stated geographic region of "Vancouver Island, Islands Trust, Central Coast, Powell River and Sunshine Coast" in the Constitution with the Bylaws specifically delineating the boundaries.

The geographic reference in the Bylaws refers to the municipalities and regional districts on Vancouver Island and in the northern coastal communities, or the Islands Trust. AVICC's membership on the mainland coast is not accurately described by the description "northern coastal communities." The geographic reference in the membership clause of the original Constitution (prior to the 2007 Incorporation) referred to "all municipalities, regional districts or other local governments that lie within the following: Alberni-Clayoquot, Capital, Central Coast, Comox-Strathcona (Note: now Comox Valley Regional District and Strathcona Regional District), Cowichan Valley, Mount Waddington, Nanaimo, Powell River and Sunshine Coast regional districts". This description seems to better delineate the geographic territory, but must be further expanded to include local governments that are "located within or partly within" the named regional districts to allow for First Nations whose boundaries may extend beyond the boundaries of the named regional districts and Islands Trust. As regional districts are established through Letters Patent that contain succession provisions, any future changes to the regional districts would alleviate the need for amendments to AVICC's Bylaws in this area.

3. RECOMMENDATION

SR1 - SPECIAL RESOLUTION TO AMEND AVICC'S CONSTITUTION AND BYLAWS RESPECTING MEMBERSHIP

WHEREAS in 2006 the membership endorsed extraordinary resolution ER1 – First Nations Membership which supported the creation of a special membership category for First Nations wishing to join AVICC that would allow them membership rights immediately and voting privileges when self-government status was achieved, but did not include such provisions in the Constitution and Bylaws endorsed by the membership during the Incorporation of the Association of Vancouver Island and Coastal Communities ("AVICC") in 2007;

AND WHEREAS the membership provisions of the five Area Associations of the Union of BC Municipalities should be aligned with the membership provisions of the Union of BC Municipalities which extends membership to other local governments that meet criteria established by the Executive, but does not allow non-voting membership with the exception of life members;

THEREFORE BE IT RESOLVED that ER1 – First Nations Membership resolution endorsed by the membership in 2006 be rescinded and that the Constitution and Bylaws of the Association of Vancouver Island and Coast Communities be amended in general terms as follows, and in specific terms as set out in Schedule A attached to this resolution:

- The opening paragraph of section 2 of the Constitution be amended to specify the geographic region that the Association represents by replacing “of the areas defined in section 3” with “on Vancouver Island, and within the Islands Trust, the Central Coast, the Sunshine Coast and the Powell River Regional District”; the words “municipalities” and “regional districts” in Sections 2 (c) and (d) be replaced with “local governments”; the word “municipal” in section 2(e) be deleted and the word “members” at the end of section 2(e) be replaced with “local governments”;
- Sections 3, 4 (1) and 4 (2) of the Bylaws on Membership be deleted and replaced with new sections 3, 4 (1) and (2)
 - (a) to extend membership to other local governments that meet criteria established by the Executive for local government membership.
 - (b) to clarify the geographic region where membership is available to include cities, districts, townships, towns, villages and regional districts, and other local governments meeting the membership criteria established by the AVICC Executive, located within or partly within any of the following Regional Districts: Alberni-Clayoquot, Capital Regional, Central Coast, Comox Valley, Cowichan Valley, Mount Waddington, Nanaimo, Powell River, Strathcona and Sunshine Coast; and
 - (c) expand the definition of persons who may become members to an official of a member by virtue of having been elected in accordance with the laws of British Columbia or Canada [‘Elected Officials’]; and
- Sections 7 (e), 23 (1), (2) and (3), 25 (3), and 28 (3) of the Bylaws be amended for clarity, consequential to the amendments to Sections 3 and 4.

Schedule A
**Original and Proposed Amendments to Sections of
AVICC's Constitution and Bylaws Respecting Membership**

PROPOSED AMENDMENTS TO THE CONSTITUTION:

The section now reads:

2. PURPOSES

The Association of Vancouver Island and Coastal Communities is a body formed for the purpose of representing in one organization the various municipalities, regional districts and other local governments of the areas defined in section 3.

The purposes of the Association shall be:

- (a) To secure all possible united action in dealing with local government matters.
- (b) To co-operate with other organizations dealing with matters under Provincial and Federal jurisdiction.
- (c) To co-operate with the Union of B.C. Municipalities and other associations of municipalities in British Columbia for the advancement of the principles of local government.
- (d) To secure united action among its member municipalities and regional districts and to promote greater autonomy within local governments.
- (e) To acquire and distribute amongst the members, municipal information that may be deemed to be of value to members.
- (f) To hold meetings for promoting the objects aforesaid.

The amended section would then read:

2. PURPOSES

The Association of Vancouver Island and Coastal Communities is a body formed for the purpose of representing in one organization the various municipalities, regional districts and other local governments on **Vancouver Island, and within the Islands Trust, the Central Coast, Sunshine Coast and Powell River Regional Districts.**

The purposes of the Association shall be:

- (a) To secure all possible united action in dealing with local government matters.
- (b) To co-operate with other organizations dealing with matters under Provincial and Federal jurisdiction.
- (c) To co-operate with the Union of B.C. Municipalities and other associations of **local governments** in British Columbia for the advancement of the principles of local government.

- (d) To secure united action among its member **local governments** and to promote greater autonomy within local governments.
- (e) To acquire and distribute amongst the members, information that may be deemed to be of value to **local governments**.
- (f) To hold meetings for promoting the objects aforesaid.

PROPOSED AMENDMENTS TO THE BYLAWS:

The sections now read:

Part 2 – Membership

- 3. The members of the Society are the applicants for incorporation who are the municipalities and regional districts on Vancouver Island and in the northern coastal communities more particularly described as the Regional Districts of Alberni-Clayoquot, Capital Region, Central Coast, Comox-Strathcona, Cowichan Valley, Mount Waddington, Nanaimo, Powell River and Sunshine Coast; and the municipalities of Alert Bay, Campbell River, Central Saanich, Comox, Courtenay, Cumberland, Duncan, Esquimalt, Gibsons, Gold River, Highlands, Ladysmith, Lake Cowichan, Langford, Lantzville, Metchosin, Nanaimo, North Cowichan, North Saanich, Oak Bay, Parksville, Port Alberni, Port Alice, Port McNeill, Port Hardy, Powell River, Qualicum Beach, Saanich, Sayward, Sechelt, Sidney, Sooke, Tahsis, Tofino, Ucluelet, Victoria, View Royal and Zeballos; and the Sechelt Indian Government District; and Islands Trust and any other municipality or regional district on Vancouver Island or in the northern coastal communities of British Columbia, and a person who holds the office of mayor or councillor of a member municipality or chairperson or director of a member regional district or a trustee of the Islands Trust and who subsequently becomes a member, in accordance with these Bylaws and, in either case, have not ceased to be members.
- 4. (1) A municipality or regional district on Vancouver Island or in the northern coastal communities, or the Islands Trust may apply to the directors for membership in the Society and on acceptance by the directors is a member.
- (2) Except for a person who is an authorized representative under Bylaw 23(1) of a member municipality, regional district, or Islands Trust, any person who holds the office of mayor or councillor of a member municipality or of chairperson or director of a regional district may apply to the Directors for membership in the Society and on acceptance by the Directors is a member until they no longer hold office.

That Sections 3, 4 (1) and 4 (2) of the Bylaws on Membership be deleted and replaced with new sections 3, 4 (1) and 4 (2). The section would then read:

Part 2 – Membership

- 3. **The members of the Society are**
 - (1) **the applicants for incorporation of the Society;**
 - (2) **the cities, districts, townships, towns, villages and regional districts located within or partly within the following Regional Districts: Alberni-Clayoquot, Capital Regional, Central Coast, Comox Valley, Cowichan Valley, Mount Waddington,**

Nanaimo, Powell River, Strathcona and Sunshine Coast, that have been accepted by the directors to join the Society as local government members; and

- (3) other local governments located within or partly within the regional districts listed in Bylaw 3(2) that meet the criteria established by the Executive for membership.
 - (4) persons who are officials of members by virtue of having been elected in accordance with the laws of British Columbia or Canada ['Elected Officials'], and who have subsequently become members in accordance with these Bylaws, for as long as they hold office.
4. (1) A city, district, township, town, village, regional district or other local government that meets the criteria in Bylaw 3(2) and (3) may apply to the directors for membership in the Society and on acceptance by the directors and having paid the membership dues is a member.
- (2) Except for a person who is an authorized representative under Bylaw 23(1) of a member local government, any person who is an official of a member by virtue of having been elected in accordance with the laws of British Columbia or Canada ['Elected Officials'] may apply to the Directors for membership in the Society and on acceptance by the Directors is a member until they no longer hold office.

That Sections 7 (e), 23 (1), (2) and (3), 25 (3), and 28 (3) of the Bylaws then be amended for clarity, consequential to the amendments to Sections 3 and 4.

The sections now read:

7. (e) if he or she was accepted for membership under Bylaw 4(2), on ceasing to hold the office of mayor or councillor of a member municipality or of chairperson or director or a member regional district; or
23. (1) A member municipality, regional district, or the Islands Trust may vote by its authorized representative who is entitled to speak and vote, and in all other respects exercise the rights of a members, and that representative must be considered as a member for all purposes with respect to a meeting of the Society.
- (2) Only a mayor or councillor of a member municipality, a chairperson or director of a member regional district, of a trustee of the Islands Trust, may be an authorized representative under Bylaw 23(1) for either a member municipality, a member regional district, or the Islands Trust, in which he or she holds office, but not both.
- (3) If a mayor or councillor of a member municipality, a chairperson or director of a member regional district, or a trustee of the Islands Trust is a member under Bylaw 4(2), upon being made an authorized representative under Bylaw 23(1), that person then ceases to be a member of the Society in accordance with Bylaw 7(f).
25. (3) A person is eligible to be a director only when they are and while they remain either a councillor or mayor on a municipal council, a director on a regional district board or a trustee of the Islands Trust.

28. (3) If a director ceases to be a councillor or mayor on a municipal council, a director on a regional district board, or a trustee of the Islands Trust, the director ceases to hold office as a director of the Society.

The sections would then read:

7. (e) if he or she was accepted for membership under Bylaw 4(2), on ceasing to hold the office **referred to in Bylaw 4(2)**; or
23. (1) A member **local government** may vote by its authorized representative who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the Society.
- (2) Only a **member accepted under Bylaw 4(2)** may be an authorized representative under Bylaw 23(1) for either a member municipality, a member regional district, the Islands Trust **or other local government**, in which he or she holds office, but not **for more than one of them**.
- (3) **When a member accepted under Bylaw 4(2), has been** made an authorized representative under Bylaw 23(1), that person then ceases to be a member of the Society in accordance with Bylaw 7(f).
25. (3) A person is eligible to be a director only when they are and while they remain **eligible for membership under Bylaw 4(2)**.
28. (3) If a director ceases to **hold the elected office required by Bylaw 4(2) for membership in the Society**, the director ceases to hold office as a director of the Society.

With the above amendments, the fully revised Constitution and Bylaws would then read:

**APPENDIX A - FORM 3 - SOCIETY ACT
CONSTITUTION OF THE ASSOCIATION OF
VANCOUVER ISLAND AND COASTAL COMMUNITIES**

1. NAME

The name of the society is the Association of Vancouver Island and Coastal Communities.

2. PURPOSES

The Association of Vancouver Island and Coastal Communities is a body formed for the purpose of representing in one organization the various municipalities, regional districts and other local governments **on Vancouver Island, and within the Islands Trust, the Central Coast, Sunshine Coast and Powell River Regional Districts**.

The purposes of the Association shall be:

- (a) To secure all possible united action in dealing with local government matters.
- (b) To co-operate with other organizations dealing with matters under Provincial and Federal jurisdiction.

- (c) To co-operate with the Union of B.C. Municipalities and other associations of **local governments** in British Columbia for the advancement of the principles of local government.
- (d) To secure united action among its member **local governments** and to promote greater autonomy within local governments.
- (e) To acquire and distribute amongst the members, information that may be deemed to be of value to **local governments**.
- (f) To hold meetings for promoting the objects aforesaid.

BYLAWS OF THE ASSOCIATION OF VANCOUVER ISLAND AND COASTAL COMMUNITIES

Part 1 – Interpretation

- 1. (1) In these Bylaws, unless the context otherwise requires:
 - “**directors**” mean the directors of the Society for the time being;
 - “**Society Act**” means the *Society Act* of British Columbia from time to time in force and all amendments to it;
 - “**registered address**” of a member means the member’s address as recorded in the register of members.
- (2) The definitions in the *Society Act* on the date these Bylaws become effective apply to these bylaws.
- 2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 – Membership

- 3. **The members of the Society are**
 - (1) **the applicants for incorporation of the Society;**
 - (2) **the cities, districts, townships, towns, villages and regional districts located within or partly within the following Regional Districts: Alberni-Clayoquot, Capital Regional, Central Coast, Comox Valley, Cowichan Valley, Mount Waddington, Nanaimo, Powell River, Strathcona and Sunshine Coast, that have been accepted by the directors to join the Society as local government members; and**
 - (3) **other local governments located within or partly within the regional districts listed in Bylaw 3(2) that meet the criteria established by the Executive for membership.**
 - (4) **persons who are officials of members by virtue of having been elected in accordance with the laws of British Columbia or Canada [‘Elected Officials’], and who have subsequently become members in accordance with these Bylaws, for as long as they hold office.**

4. (1) **A city, district, township, town, village, regional district or other local government that meets the criteria in Bylaw 3(2) and (3) may apply to the directors for membership in the Society and on acceptance by the directors and having paid the membership dues is a member.**
- (2) **Except for a person who is an authorized representative under Bylaw 23(1) of a member local government, any person who is an official of a member by virtue of having been elected in accordance with the laws of British Columbia or Canada ['Elected Officials'], may apply to the Directors for membership in the Society and on acceptance by the Directors is a member until they no longer hold office.**
5. Every member must uphold the constitution and comply with these Bylaws.
6. (1) The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the general meeting of the Society.
- (2) The annual membership dues must be paid before the annual general meeting and before members will be permitted to vote at the annual general meeting.
- (3) A person accepted for membership under Bylaw 4(2) is not required to pay any annual membership dues.
7. A person ceases to be a member of the Society,
 - (a) by delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
 - (b) on his or her death or, in the case of a corporation, on dissolution;
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for 12 consecutive months.
 - (e) if he or she was accepted for membership under Bylaw 4(2), on ceasing to hold the office **referred to in Bylaw 4(2);** or
 - (f) on becoming an authorized representative under bylaw 23(1).
8. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
- (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the Society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 – Meetings of Members

10. General meetings of the Society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, when they think fit, convene an extraordinary general meeting.
13.
 - (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
 - (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
14. The first annual general meeting of the Society must be held not more than 15 months after the date of incorporation, and after that an annual general meeting must be held at least at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting. The location of an annual general meeting other than the first annual general meeting must be determined by ordinary resolution at the annual general meeting.

Part 4 – Proceedings at General Meetings

15. Special business is
 - (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required;
 - (vii) the other business that, under these Bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
16.
 - (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
 - (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - (3) A quorum is 51 members present or a greater number that the members may determine at a general meeting.

17. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
18. Subject to Bylaw 19, the president of the Society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
19. If at a general meeting
 - (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the president and all the other directors present are unwilling to act as the chair,the members present must choose one of their number to be the chair.
20.
 - (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
 - (3) Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
21.
 - (1) The chair of a meeting may move or propose a resolution.
 - (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
 - (3) Unless the *Society Act* or these Bylaws otherwise provide, any action to be taken by a resolution of the members of the Society may be taken by ordinary resolution.
 - (4) Resolutions will be considered by the Society at the annual general meeting only if they are in the hands of the secretary/treasurer no later than 45 days prior to the annual general meeting in sufficient copies to permit distribution to the clerk or secretary of the members.
 - (5) Copies of the resolutions received by the secretary/treasurer must be distributed to the clerk or secretary of the members at least 14 days prior to the annual general meeting.
 - (6) Notwithstanding the foregoing, the members may submit any matter to the Annual General Meeting for consideration or action at any time if 3/4 of members in attendance at the Annual General Meeting approve.
 - (7) Despite clause (6) above, a resolution to amend the Constitution or these Bylaws must be given in writing to the secretary/treasurer 45 days before an annual general meeting or special meeting.

22. (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands.
- (3) Voting by proxy is not permitted.
23. (1) A member **local government** may vote by its authorized representative who is entitled to speak and vote, and in all other respects exercise the rights of a members, and that representative must be considered as a member for all purposes with respect to a meeting of the Society.
- (2) Only **a member accepted under Bylaw 4(2)** may be an authorized representative under Bylaw 23(1) for either a member municipality, a member regional district, the Islands Trust **or other local government**, in which he or she holds office, but not **for more than one of them**.
- (3) **When a member accepted under Bylaw 4(2) has been** made an authorized representative under Bylaw 23(1), that person then ceases to be a member of the Society in accordance with Bylaw 7(f).

Part 5 – Directors and Officers

24. (1) The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to
 - (a) all laws effecting the Society,
 - (b) these Bylaws, and
 - (c) rules, not being inconsistent with these Bylaws, that are made from time to time by the Society in a general meeting.
- (2) A rule, made by the Society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
25. (1) The president, immediate past president, first vice president, second vice president, three directors at large, Electoral Area Representative elected annually at the Annual Meeting, and one or more other persons are the directors and the executive of the Society.
- (2) The number of directors must be 8 or a greater number determined from time to time at a general meeting.
- (3) A person is eligible to be a director only when they are and while they remain **eligible for membership under Bylaw 4(2)**.
26. (1) The directors must retire from office at each annual general meeting when their successors are elected.
- (2) Separate elections must be held for each office to be filled.
- (3) An election may be by acclamation, otherwise it must be by ballot.

- (4) If a successor is not elected, the person previously elected or appointed continues to hold office.
 - (5) A director may be nominated in writing in advance of the annual general meeting or may be nominated from the floor at the annual general meeting.
 - (6) All elected official members of the Society are eligible to stand for election to the executive provided however, that the position of Electoral Area Representative must be filled by an Electoral Area Director.
 - (7) All elected official members of the Society present at the annual general meeting are entitled to vote for the executive position of Director at Large.
 - (8) Only elected official members of the Society representing Electoral Areas are entitled to vote for the position of Electoral Area Representative.
 - (9) Voting by proxy shall not be permitted.
27. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at the meeting.
28. (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- (3) If a director ceases to **hold the elected office required by Bylaw 4(2) for membership in the Society**, the director ceases to hold office as a director of the Society.
29. (1) The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- (2) The office of a director must be vacated if the director:
- (a) delivers a resignation in writing to the secretary or mails or delivers it to the address of the Society;
 - (b) is convicted of an indictable offence, and the directors have resolved to remove him;
 - (c) fails to attend three consecutive meetings of the directors without good and sufficient reason in the opinion of the directors and the directors must have resolved to remove him;
 - (d) if he is found by a Court to be of unsound mind;
 - (e) if he becomes bankrupt; or
 - (f) on death.
30. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.

Part 6 – Proceedings of Directors

31. (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is 5 of the directors then in office.
- (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the first vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
- (5) Without limiting the generality of Bylaw 31(1), the directors of the Society must manage the affairs and the property of the Society, including, but not limited to, the power to:
- (a) enter into contracts and agreements on behalf of the Society and to delegate in such terms and conditions it considers appropriate the entering into contracts and agreements;
 - (b) authorize expenditures on behalf of the Society from time to time;
 - (c) delegate by unanimous resolution to an officer or officers of the Society the right to employ and pay salaries to employees;
 - (d) enter into trust arrangements with a trust company, bank or the Municipal Finance Authority for the purpose of creating a trust fund in which the capital interest may be made available for the benefit of promoting the interest of the Society in accordance with the terms as the directors may prescribe;
 - (e) take any steps it deems requisite to enable the Society to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Society; and
 - (f) subject to section 32 of the *Society Act*, the directors may from time to time on behalf of the Society invest the funds of the Society in any investments whatsoever which in the director's discretion it may consider advisable, and the Board may delegate on such terms and conditions as it considers appropriate the power to invest the funds of the Society.
- (6) Reasonable notice of a meeting must be given by specifying the place, the date and the hour of such meeting by mail, postage prepaid, addressed to each of the directors at his or her address as it appears on the books of the Society or by leaving it at his or her usual business or residential address or by telephone, telegram, telex or any method of transmitting legibly recorded messages or by personal service. Reasonable notice must be seven days or a lesser period if agreed to by all 8 directors.
- (7) The directors may confer and vote by teleconference or by other electronic means.

32. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
33. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
34. The members of a committee may meet and adjourn as they think proper.
35. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of directors is not require to be sent to that director, and
- (b) any and all meetings of the directors of the Society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
37. (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.
38. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
39. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 – Duties of Officers

40. (1) The president presides at all meetings of the Society and of the directors.
- (2) The president is the chief executive officer of the Society and must supervise the other officers in the execution of their duties.
- (3) The president must designate the bank with which the Society's accounts must be kept.

- (4) Either the president or a director authorized by resolution of the Board must co-sign with the secretary/treasurer banking resolutions and cheques drawn on the Society's bank account.
 - (5) The president must generally exercise such oversight of the affairs of the Society as may best promote its prosperity and protects its interest.
 - (6) The president must be the chair of the meetings held by the directors.
 - (7) The president may appoint two persons to audit the accounts of the secretary/treasurer if he deems it necessary.
 - (8) The president may appoint such special committees as he deems necessary.
 - (9) The Executive of the Society shall appoint a secretary-treasurer.
41. The vice president must carry out the duties of the president during the president's absence.
42. The secretary must do the following:
- (a) conduct the correspondence of the Secretary;
 - (b) issue notices of meetings of the Society and directors;
 - (c) keep minutes of all meetings of the Society and directors;
 - (d) have custody of all records and documents of the Society except those required to be kept by the treasurer;
 - (e) have custody of the common seal of the Society;
 - (f) maintain the register of members;
 - (g) in January of each year advise all members in the Society the amount of their annual dues.
43. The treasurer must
- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
 - (b) render financial statements to the directors, members and others when required;
 - (c) deposit all monies to the credit of the Society's bank and pay all accounts due by the Society;
 - (d) present at the annual general meeting a full and complete statement of the finances of the Society, showing all receipts and disbursements for the year and listing by membership the annual fees paid;
 - (e) document director expenses incurred in the performance of his or her duties including, but without limiting the generality of the foregoing, long distance phone calls,

photocopying, postage, stationary, etc. and charge these to the Society as administrative and overhead fees.

44. (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- (2) If a secretary/treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under Bylaw 25(2).
- (3) The secretary/treasurer must be appointed by the directors and may be made an employee by resolution of the directors.
- (4) The secretary/treasurer must be employed for one year from the date he or she is hired, but must be re-eligible for rehiring at the expiration of their employment term.
- (5) The secretary/treasurer must be subject to removal by resolution of the directors at any time.
45. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 – Seal

46. The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
47. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 9 – Indemnities to Directors and Officers

48. Subject to the provisions of the *Society Act*, the directors must cause the Society to indemnify a director or former director of the Society and the heirs and personal representatives of any such person against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment actually and reasonably incurred by him, her or them including an amount paid to settle an action or satisfy a judgment in a civil or administrative action or proceeding to which he or she or they are made a party by reason of his or her being or having been a director of the Society, including any action brought by the Society. Each director of the Society on being elected or appointed must be deemed to have contracted with the Society on the terms of the foregoing indemnity.
49. Subject to the provisions of the *Society Act*, the directors may cause the Society to indemnify any officer of the Society and his or her heirs and personal representatives against all costs and expenses whatsoever incurred by him or them and resulting from acting as an officer of the Society.
50. The directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or was serving as a director or officer of the Society and his or her heirs or personal representatives against any liability incurred by him or her as such director or officer.

Part 10 – Execution of Documents

51. Contracts, documents or any instruments in writing requiring the signature of the Society, must be signed by any two officers and all contracts, documents and instruments in writing so signed must be binding upon the Society without any further authorization or formality. The directors must have the power from time to time by unanimous agreement of the directors to appoint an officer or officers on behalf of the Society to sign specific documents, contracts and instruments in writing. The directors may give the Society's power of attorney to any registered dealer in securities for the purposes of the transferring of and sealing with any stocks, bonds and other securities of the Society.

Part 11 – Borrowing

52. In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
53. A debenture must not be issued without the authorization of a special resolution.
54. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 12 – Auditor

55. This Part applies only if the Society is required or has resolved to have an auditor.
56. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
57. At each annual general meeting the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
58. An auditor may be removed by ordinary resolution.
59. An auditor must be promptly informed in writing of the auditor's appointment or removal.
60. A director or employee of the Society must not be its auditor.
61. The auditor may attend general meetings.

Part 13 – Notices to Members

62. A notice may be given to a member, either personally or by mail to the member at the member's registered address.
63. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
64. (1) At least 30 days written notice of a general meeting must be given to
- (a) every member shown on the register of members on the day notice is given, and

- (b) the auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of a general meeting.

Part 14 – Voting of Members

- 65. At all meetings of members of the Society every question must be determined by a majority of votes unless otherwise specifically provided by statute or by these Bylaws.

Part 15 – Financial Year

- 66. Unless otherwise ordered by the directors the fiscal year end of the Society will be December 31st.

Part 16 – Rules and Regulations

- 67. The proceedings of the annual general meeting must be governed by the Society's Rules and Procedures for Handling Resolutions and, where not in conflict with these, the last edition of Roberts Rules of Order applies.
- 68. The Board of Directors may prescribe such rules and regulations not inconsistent with these Bylaws relating to the management and operation of the Society as they deem expedient, provided that such rules and regulations will have force and effect only until the next annual general meeting of the members of the Society when they will be confirmed, and failing such confirmation at such annual general meeting of members, will at and from time to time cease to have any force and effect.

Part 17 – Bylaws

- 69. On being admitted to membership, each member is entitled to, and the Society must give the member without charge, a copy of the Constitution and Bylaws of the Society.
- 70. These bylaws must not be altered or added to except by special resolution. Resolutions to amend the Bylaws shall be submitted in writing at least forty-five days prior to the Annual Meeting.