

VANCOUVER ISLAND CONSTRUCTION ASSOCIATION
CONSTITUTION AND BYLAWS

Effective August 2, 2011

Amended August 9, 2012

Amended October 11, 2012

Amended November 5, 2014

Amended October 22, 2015

CONSTITUTION

1 THE NAME OF THE SOCIETY

The name of the Society is "Vancouver Island Construction Association".

2 THE PURPOSES OF THE SOCIETY

The purposes of the Society are:

- (a) To foster growth, economic stability and prosperity in the construction community;
- (b) To promote a greater understanding of the construction industry among policy and decision-makers, the construction and associated industries, purchasers of construction services or products, and the general public;
- (c) To promote industry and operational excellence; and
- (d) To promote fair, open, transparent and ethical standards and practices within the construction community.

3 DISSOLUTION

The Society shall be one which does not contemplate pecuniary gain or profit to its members, nor the distribution of gains, profits or dividends to such members and no part of the capital, assets, or earnings of the Society shall inure to the benefit of any of its members or any private individuals. In the event of dissolution of the Society, after paying or adequately providing for its debts and obligations, the Society shall devote any remaining assets to the carrying out of one or more of the objects of the Society feasible, and if not, the Society shall dispose of such remaining assets of the Society to a Canadian charity or Canadian charities. This provision is alterable.

PAGE INTENTIONALLY LEFT BLANK

BYLAWS
CONTENTS

1	The name of the society	2
2	The purposes of the society	2
3	disssolution	2
1	Interpretation.....	5
1.1	Definitions	5
1.2	Grammar.....	6
2	Membership	6
2.1	Members.....	6
2.2	Types of Members	7
2.3	Industry Members	7
2.4	Professional Members.....	8
2.5	Associate Members	8
2.6	Apprentice and Student Members	8
2.7	Public Owner and Agency Members	8
2.8	Honorary Life Members	9
2.9	Application for Membership	9
2.10	Duration of Membership	9
2.11	Member Obligations.....	9
2.12	Membership Dues.....	9
2.13	Members in Good Standing	9
2.14	Payment of Annual Dues	9
2.15	Suspending or Expelling a Member.....	10
2.16	Resignation of Membership.....	10
3	Meetings of Members	10
3.1	General Meetings	10
3.2	Calling a General Meeting	10
3.3	Quorum for a General Meeting.....	11
3.4	Chairing a General Meeting.....	11
3.5	Adjourning a General Meeting.....	11
3.6	Proposing a Resolution at a General Meeting.....	11
3.7	Voting at a General Meeting	11
3.8	Annual General Meetings	12
3.9	Special General Meetings	12
4	Directors of the Society	12
4.1	Directors' Powers.....	12
4.2	Board Composition	13
4.3	Expectations of Directors.....	13
4.4	Elected Directors	13
4.5	Cease to Be or Represent a Member in Good Standing.....	13
4.6	Vacancies	13
4.7	<i>Ex Officio</i> Directors	13
4.8	Term of Office – Elected Directors	13
4.9	Removing a Director	14
4.10	Liability of Directors	14
4.11	Remuneration	14

5	Duties.....	15
5.1	Duties of the Board.....	15
5.2	Duties of the Chair.....	15
5.3	Duties of the Vice-Chair.....	16
5.4	Duties of the Secretary.....	16
5.5	Duties of the Treasurer.....	16
5.6	Duties of the Immediate Past Chair.....	16
5.7	Removal of Officer.....	16
5.8	Duties of the Chief Executive Officer.....	16
6	Proceedings of the Board.....	17
6.1	Board Meetings and Quorum.....	17
6.2	Calling a Meeting.....	17
6.3	Meeting Notice.....	17
6.4	Chairing the Meeting.....	18
6.5	Participating in the Meeting.....	18
6.6	Proceedings of the Meeting.....	18
6.7	Delegation.....	18
6.8	Conduct of Committees.....	19
7	Seal.....	19
7.1	Requirement for a Seal.....	19
7.2	Affixing of the Seal.....	19
8	Financial.....	19
8.1	Fiscal Year.....	19
8.2	Financial Statements.....	19
8.3	Funds and Fund Investment.....	19
8.4	Inspection of Records.....	19
8.5	Borrowing.....	19
8.6	Banking.....	19
9	Auditor.....	20
9.1	Appointment of an Auditor.....	20
10	Notices to Members.....	20
10.1	Distribution of Notices.....	20
10.2	Notices of General Meetings.....	21
11	Constitution and Bylaws.....	22
11.1	Access to the Constitution and Bylaws.....	22
11.2	Changing the Constitution.....	22
12	Address and offices.....	22
12.1	Address of the Society.....	22
12.2	Offices of the Society.....	22
13	Dissolution of the Society.....	23
13.1	Dissolution.....	23

BYLAWS

1 INTERPRETATION

1.1 Definitions

“**Act**” or “**Society Act**” means the *Society Act, RSBC 1996* or any act that replaces that Act.

“**Annual Report**” means the report presented by the Board at each Annual General Meeting.

“**Annual General Meeting**” means an annual meeting of the members of the Society that the Society is required to convene under section 56 of the *Society Act*.

“**Board**” means, unless otherwise specified in the context, the VICA board of Directors as appointed or elected in accordance with Part 4, Directors of the Society.

“**Board Resolution**” means:

- (a) a resolution passed at a meeting of the Board by simple majority of the votes cast by those Directors entitled to vote at such meeting, and who did vote, unless otherwise noted; or
- (b) a resolution that has been submitted to all of the Directors and consented to in writing by 75% of the Directors who would have been entitled to vote on it in person at a meeting of the Board.

“**British Columbia Construction Association**” (**BCCA**) means the British Columbia provincial association of regional construction associations of which VICA is one.

“**Bylaws**” means these Bylaws and any changes that are approved by the members and by the Registrar.

“**Canadian Construction Association**” (**CCA**) means the national association of provincial construction associations, of which the British Columbia Construction Association (BBCA) is one.

“**Chair**” means the person elected by the Board to Chair the Board of Directors.

“**Chief Executive Officer**” means the person employed by the Society to manage its organization.

“**Constitution**” means the Constitution of the Society filed with the Registrar and any changes that are approved by the members and by the Registrar.

“**Director(s)**” means an Individual Member or representative of a Corporate Member who:

- (a) is at least age 19;
- (b) has agreed in writing to serve on the Board; and
- (c) is elected or appointed in accordance with these Bylaws to serve on the Board.

“**Fund(s)**” means the monies administered by the Society.

“**General Meeting**” means a meeting of the members of the Society. There are two types of General Meetings: Annual General Meetings and Special General Meetings.

“**Member**” means an individual or organization who is a member in accordance with Section 2, Membership.

“**Officer**” means any Director who is appointed by the Board to be the Board Chair, Vice-Chair, Treasurer or Secretary.

"Ordinary Resolution" means a resolution that is

- (a) passed in a general meeting by a simple majority of the votes cast in person or by proxy; or
- (b) consented to in writing by 75% of the members who could have voted on it at a general meeting.

"Policy Framework" means the administrative and operating policies of the Society as amended by the Board from time to time.

"Registrar" means the Registrar of Companies of the Province of British Columbia.

"Society" means the Vancouver Island Construction Association.

"Special Business" means:

- (a) any business conducted at a Special General Meeting except adopting the rules of order;
- (b) 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, electing directors, and appointing an auditor.

"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.

"Special Resolution" means

- (a) a resolution required that is passed in a General Meeting by at least 75% of the votes cast in person or by proxy; or
- (b) that is consented to in writing by every member of the Society who could have voted on it in person or by proxy at a General Meeting.

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

1.2 Grammar

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

2 MEMBERSHIP

2.1 Members

The Board shall set and amend criteria, categories and subcategories for membership from time to time including the grounds for suspension, expulsion from, and revocation of membership and membership benefits, privileges and services.

Members are:

- (a) the people who applied to have the Society incorporated as a society;
- (b) all members in good standing of the Vancouver Island Construction Association as at the date of incorporation of the Society;
- (c) all members in good standing of the Mid Island Construction Association as at the date of incorporation of the Society; and
- (d) members admitted as such after incorporation of the Society.

A member must be an individual aged at least 19 or an organization:

- (a) operating on Vancouver Island, the Gulf Islands or other coastal area of British Columbia;

- (b) associated with the construction community;
- (c) that agrees to support the Society;
- (d) whose application for membership has been approved by the Board; and
- (e) has paid the annual membership dues appropriate to the class of membership.

Members that are organizations will:

- (a) appoint one representative to act on behalf of the organization; and
- (b) provide the name of that representative in writing to the Board at least 15 days before a general meeting.

2.2 Types of Members

There are six membership categories:

- (a) Industry Members;
- (b) Professional Members;
- (c) Associate Members;
- (d) Apprentice and Student Members;
- (e) Public Owner and Agency Members; and
- (f) Honorary Life Members.

Members who are entitled to vote will, by ordinary resolution, approve:

- (a) changes to the categories of membership; and
- (b) the qualifications for admission to each category of membership.

The Board will determine the services and benefits for each category of Membership.

All members are entitled to:

- (a) receive notice of and attend a general meeting;
- (b) be appointed to a committee of the Board and vote as a member of that committee;
- (c) look at the Society's documents, including accounting records, after giving three business days' notice of the request; and
- (d) receive a copy of the latest financial statement.

2.3 Industry Members

Industry Members are individuals or organizations that:

- (a) provide goods and services associated with the commercial construction and maintenance of public and privately funded infrastructure and real property improvements.

Each Industry Member or Industry representative has the right to:

- (a) nominate an Industry Member / Industry Member representative for election as a Director;
- (b) stand for election or be appointed as a Director;
- (c) vote at a General Meeting;
- (d) vote at a meeting of a committee to which he or she is appointed or elected;
- (e) ask that the auditor's report be read at the Annual General Meeting;

- (f) ask that the auditor be present at a General Meeting if the financial statements will be presented with such request made in writing and delivered to the Society at least five days before the meeting; and
- (g) ask that the auditor be present at the Annual General Meeting where the auditor is being appointed or removed with such request made in writing and delivered to the Society at least five days before the meeting.

Industry Membership:

- (a) includes affiliated membership in the BCCA and the CCA through the membership of VICA in those associations;
- (b) entitles the member to be nominated by the VICA Board of Directors for appointment to the BCCA Board of Directors; and
- (c) entitles the member to be nominated by the BCCA Board of Directors for appointment to the CCA Board.

2.4 Professional Members

Professional Members are individuals or organizations that:

- (a) provide services to the construction industry; and
- (b) are certified by a professional association; and
- (c) have the option of applying for Industry Membership

Professional Membership is a non-voting membership and it does not include affiliate membership in BCCA or CCA.

2.5 Associate Members

Associate Members are individuals or organizations that:

- (a) provide ancillary services to the construction industry; but
- (b) have not been certified by a professional association.

Associate Membership is a non-voting membership and it does not include affiliate membership in BCCA or CCA.

2.6 Apprentice and Student Members

Apprentice and Student Members are individuals who:

- (a) are registered as an apprentice; or
- (b) a student registered in a post-secondary program related to construction.

Apprenticeship or Student Membership is a non-voting membership and it does not include affiliate membership in BCCA or CCA.

2.7 Public Owner and Agency Members

Public Owner or Agency Members are individuals or organizations that:

- (a) public and private entities that procure the services of the construction industry served by VICA; or
- (b) set public policy or issue guidelines related to the construction industry.

Public Owner or Agency Membership is a non-voting membership and it does not include affiliate membership in BCCA or CCA.

2.8 Honorary Life Members

The Board may confer Honorary Life Membership on members' representatives who have distinguished themselves by service to the Society and the construction industry.

Honorary Life Members:

- (a) shall not be required to pay entry fees, annual dues or any contribution amount; and
- (b) may receive benefits and services as determined by the Board from time to time.

2.9 Application for Membership

Any person or corporation may apply to the Board for membership.

The Board will establish the application process and the conditions of membership.

The applicant becomes a member when the application is approved by the Board and the applicant has paid all required fees.

2.10 Duration of Membership

An individual's membership ends when he or she resigns in writing, dies, or is expelled.

A corporation or society's membership ends when the organization resigns in writing, is expelled, or is dissolved.

The Board shall set and amend the criteria for managing membership from time to time including the grounds for suspension, expulsion from, and revocation of membership and membership benefits, privileges and services.

2.11 Member Obligations

Members:

- (a) must uphold the Constitution and comply with these Bylaws;
- (b) by acceptance of membership, are conclusively deemed to have accepted, and agree to be bound by, any decision of the Society or the Board made in accordance with the Constitution or these Bylaws; and
- (c) are not personally liable for the debts or liabilities of the Society.

2.12 Membership Dues

The Board can, from time to time, set entry fees, annual dues and interest payable on outstanding amounts.

In determining fees and annual dues, the Board may categorize the members and vary such amounts according to the classifications.

The Board may waive annual dues on a case-by-case basis.

2.13 Members in Good Standing

A member is in good standing if so determined by the Board.

2.14 Payment of Annual Dues

The Board may declare any member who is in arrears to be not in good standing and may suspend that member's privileges and services.

The Board may establish from time to time any penalties or fines which may be assessed against members not in good standing and the member agrees to pay such fines as assessed.

2.15 Suspending or Expelling a Member

At their sole discretion, the Board may:

- (a) suspend or expel a member for such reasons and in accordance with such policies as may be established by the Board from time to time, including for non-payment of amounts owing to the Society and for conduct which is in the Board's sole discretion inimical to the interests of the Society;
- (b) reinstate a member that has been suspended or expelled for non-payment when the amount owing has been paid in full; and
- (c) approve an application for membership by a member that has been expelled for conduct inimical to the interests of the Society.

To suspend or expel a member:

- (a) the Board must give the member not less than 14 calendar days written notice of the time and place of the Board meeting at which the vote is to be taken along with the reason(s) for the proposed suspension or expulsion;
- (b) at the Board meeting, the member who is proposed for suspension or expulsion must be allowed to speak or provide a written submission before the Board votes on the resolution.

2.16 Resignation of Membership

Any member may resign upon giving to the Society notice in writing.

Any money owing to the Society by the member when the member resigns remains payable.

The member will not be refunded any part of the dues that have been paid.

3 MEETINGS OF MEMBERS

3.1 General Meetings

General Meetings must be held on Vancouver Island, British Columbia at a specific location selected by the Board.

There are two kinds of General Meetings:

- (a) Annual General Meetings; and
- (b) Special General Meetings.

3.2 Calling a General Meeting

The Board must publish a notice calling a General Meeting.

The notice must:

- (a) give the meeting place, date and time, and the reason for the meeting;
- (b) 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
- (c) be published at least 14 calendar days before the meeting is to be held.

This period of notice can be reduced if all members agree in writing.

The publication of such notice may be done by publication in a local daily newspaper or posting on a website maintained by the Society.

3.3 Quorum for a General Meeting

For the proceedings of a General Meeting to be valid, a quorum must be present, except that a quorum of members is not needed to elect a chair or to adjourn or end a meeting.

The quorum is 25 members in good standing who are either present in person or by proxy.

If by 30 minutes after the time the General Meeting was supposed to start there is no quorum, the meeting must be:

- (a) ended if it was called at the request of the members; or
- (b) adjourned and held exactly one week later in the same place, or such other place as may be determined by the Board, if it was called by the Directors.

If by 30 minutes after the adjourned meeting was to start there is no quorum, the members who are present constitute the quorum.

If during a General Meeting there is no longer a quorum, the meeting must be suspended until there is a quorum present or until the meeting is adjourned or ended.

3.4 Chairing a General Meeting

General Meetings will be chaired by the Board Chair.

If the Board Chair is not present within 15 minutes of when the meeting is scheduled to begin, the Vice-Chair will chair the meeting.

If the Vice-Chair is then not available to chair the meeting, another Director will chair the meeting.

If the Chair, Vice-Chair or no Director is available to chair the meeting, the members must choose a member to chair the meeting.

3.5 Adjourning a General Meeting

A General Meeting may be adjourned.

If a General Meeting is adjourned, the Board does not have to send a new notice if:

- (a) the meeting is adjourned for less than 10 calendar days; or
- (b) no new items of business will be added to the agenda.

3.6 Proposing a Resolution at a General Meeting

Each resolution proposed at a meeting must be moved by one voting member and seconded by another.

The chair of a meeting may move or second a resolution.

3.7 Voting at a General Meeting

Subject to section 2.5 and subject to any other non-voting membership category that the Board may establish from time to time, each member in good standing is entitled to one vote.

Each voting member may vote on every resolution.

The chair of the meeting is entitled to vote as a member.

Voting is by show of hands for members who are present.

Voting includes proxy votes from members who cannot attend the meeting and who have registered their proxy in writing with the Board Secretary at least 48 hours before the meeting.

The Board will establish the form of proxy.

The chair does not have a second or casting vote.

If a vote is tied, the proposed resolution does not pass.

3.8 Annual General Meetings

The Annual General Meeting must be held at least once in every calendar year; and no more than 15 months after the previous Annual General Meeting.

At the Annual General Meeting, the Board must present:

- (a) the annual financial statements
- (b) any auditor's reports; and
- (c) the Board report.

At the Annual General Meeting, the members must:

- (a) consider the financial statements;
- (b) consider the Board report;
- (c) elect members to fill any vacancies in the elected positions on the Board;
- (d) appoint an auditor; and
- (e) consider and vote on any Special Resolutions that were included with the notice calling the meeting.

At the Annual General Meeting, the members may, if appropriate:

- (a) adopt any changes to the rules of order;
- (b) consider changes to the Constitution and/or Bylaws.

3.9 Special General Meetings

The Board may call for a General Meeting at any time to deal with any Special Business.

The members can require the Board to call a Special General Meeting if:

- (a) at least 10% of the voting members make the request;
- (b) the request is made in writing giving the reason(s) for the meeting; and
- (c) the request is delivered by hand or sent to the Society by registered mail.

The request may be signed by the members in counterparts.

When it receives a request, the Board must hold the meeting within 21 calendar days.

If the meeting has not been held by the 21st day, a majority of the members who asked for the meeting can call the meeting themselves. They can hold the meeting at any time in the 4 months immediately following the members' call for such meeting.

4 DIRECTORS OF THE SOCIETY

4.1 Directors' Powers

The Directors who are elected or appointed form the Board.

The Board can take any actions that the Society may take.

The Board must comply with all laws affecting the Society, these Bylaws and any rules that are passed at a General Meeting.

A rule that is made or changed at a General Meeting applies only to actions the Board may take after the rule is made or changed. It does not invalidate any prior act.

A Director cannot participate in any discussion or vote where the Board considers that there is a conflict of interest.

4.2 Board Composition

The Board shall consist of 12 Directors excluding the Immediate Past Chair who will serve *ex officio*. The Board may appoint up to an additional two directors to serve until the next Annual General Meeting if the Board considers that:

- (a) it lacks a required skill, experience or knowledge;
- (b) a portion of the membership is under-represented on the Board; or
- (c) the appointment is essential for the effective operation of the Board.

The Chief Executive Officer shall not be a member of the Board.

4.3 Expectations of Directors

All Directors must

- (a) act honestly, in good faith and in the best interests of the Society;
- (b) exercise the care, diligence and skill of a reasonably prudent person; and
- (c) comply with all laws relating to the duties or liabilities of a director of a society.

4.4 Elected Directors

Until the first Annual General Meeting, the elected Directors will be those named as such in the application to incorporate the Society.

The Board may call for nominations from voting members for Directors, and if it does so it shall do so at least 30 calendar days before an Annual General Meeting.

Any voting member can nominate an Individual Member or the named representative of a Corporate Member to be a Director.

Nominations must be received in writing by the Board at least 15 calendar days before the Annual General Meeting.

At the Annual General Meeting, the voting members will elect Directors to fill vacancies on the Board.

The election may be by ballot or if the nominations are not contested, by acclamation.

4.5 Cease to Be or Represent a Member in Good Standing

A person ceases to be a Director if he or she ceases to be an Industry Member or to represent an Industry Member.

4.6 Vacancies

The Board must promptly appoint a member to fill any vacancy that is created by a director resigning from the Board.

The Director so appointed

- (a) holds office until the next Annual General Meeting; and
- (b) is eligible for election at the meeting.

4.7 *Ex Officio* Directors

The Immediate Past Chair will be an *ex officio* member of the Board.

4.8 Term of Office – Elected Directors

Directors retire from office at the conclusion of the Annual General Meeting when their successors are elected.

Directors may be elected to serve up to three consecutive three-year terms.

Elected terms exclude any appointed terms and any term served ex officio.

4.9 Removing a Director

The Board can remove a Director:

- (a) for not attending at least 60% of the Board meetings in any 12-month period or not attending 3 consecutive Board meetings without a reason that the Board considers to be valid; or
- (b) for conduct that is inimical to the interests of the Board or the Society.

To remove a Director:

- (a) notice of a resolution of the Board must be placed on the Board meeting agenda distributed in advance of the meeting, which resolution will be by special majority (75%);
- (b) the notice must include the text of the resolution and the reason(s) for the proposed removal;
- (c) the Director proposed for removal must be given the opportunity to present a written submission or to speak to the Board before the vote is taken;
- (d) the Board must pass the resolution; and
- (e) a copy of the minute recording the decision must be sent to the director in question.

The Board may appoint a replacement Director in accordance with section 4.6.

The members can:

- (a) remove a Director by passing a Special Resolution at a General Meeting;
- (b) elect a replacement director to serve the balance of the term at a General Meeting by Ordinary Resolution.

For the members to remove a Director:

- (a) the Board must send a notice to the members calling for a General Meeting;
- (b) the notice must include the text of the Special Resolution and the reason(s) for the proposed removal;
- (c) the Director proposed for removal must be allowed to speak at the meeting before the members vote on the Special Resolution; and
- (d) the members must pass the Special Resolution at the General Meeting.

4.10 Liability of Directors

Subject to the provisions of the *Society Act*, no Director shall be liable for any action taken or omitted by him in good faith, nor for the acts or omissions of any agent, employee, solicitor or banker or any other person selected by the Directors with reasonable care, nor for the act or omission of any other Director.

The Society may indemnify the Director or agent of the Society, and must purchase and maintain insurance for that purpose, all in accordance with the provisions of the *Society Act*.

4.11 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.

5 DUTIES

5.1 Duties of the Board

The Board will operate under the guidance and leadership of the Board Chair.

The Board will hold a meeting within the first 30 calendar days after the Annual General Meeting in order to appoint the Officers for the year.

The Officers are the:

- (a) Board Chair;
- (b) Vice-Chair;
- (c) Treasurer; and
- (d) Secretary.

The Immediate Past Chairman of the Board is also an Officer *ex officio*.

Officers may be appointed to a position more than once.

The Board may:

- (a) delegate the duties of the Secretary to the Chief Executive Officer; and
- (b) combine the offices of Secretary and Treasurer to be held by one person who is to be known as the Secretary Treasurer.

The normal succession of officers will be Vice Chair to Chair to Immediate Past-Chair.

The Board will:

- (a) select and cause the Society to employ a Chief Executive Officer and may give such individual such other or additional titles as the Board may determine;
- (b) approve the salary for the Chief Executive Officer; and
- (c) approve the salary grid for the remaining staff employed by the Society, with the actual salaries of those employed staff to be set by the Chief Executive Officer within such salary grid.

The officers are the members of the Executive Committee and may also serve on other committees of the Board.

5.2 Duties of the Chair

The Chair will chair the Board, Executive Committee and General Meetings.

The Chair:

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

5.3 Duties of the Vice-Chair

The Vice-Chair will carry out the duties of the Chair if the Chair is absent or otherwise unable to act and shall perform such other duties as may be determined by the Board.

5.4 Duties of the Secretary

The Secretary:

- (a) conducts the correspondence of the Board and of the Society;
- (b) issues notices of Board meetings and General Meetings;
- (c) takes and stores minutes of meetings of the Board and of the Society;
- (d) has custody of all records and documents of the Board and of the Society except those kept by the Treasurer;
- (e) has custody of the seal of the Society if the Society has such a seal;
- (f) maintains the register of members; and
- (g) performs such other duties as may be determined by the Board from time to time.

If the Secretary is absent from a meeting, the Directors will appoint another person to act as Secretary for the meeting.

5.5 Duties of the Treasurer

The Treasurer:

- (a) ensures that the financial records, including books of account, of the Society are kept in accordance with generally accepted accounting principles (GAAP);
- (b) arranges for the preparation of the financial statements necessary to comply with the Society Act;
- (c) provides financial statements to the Board, members and others when required;
- (d) arranges for an audit, if applicable, to be conducted annually so that its results can be presented to the members at the Annual General Meeting;
- (e) ensures that all accounts receivable and accounts payable are attended to and realized in a timely manner;
- (f) ensures that all Funds of the Society are properly secured; and
- (g) performs such other duties as may be determined by the Board from time to time.

5.6 Duties of the Immediate Past Chair

The Immediate Past Chair assists the Chairman in duties in such a way as to maintain continuity.

5.7 Removal of Officer

Any elected Officer may be removed from office by ordinary resolution of the Board where such Officer's conduct is considered to be inimical to the Society's best interests.

Once removed, the ex-Officer will remain a Director subject to sections 4.8 and 4.9.

5.8 Duties of the Chief Executive Officer

The Chief Executive Officer:

- (a) is responsible for managing the day-to-day operations of the Society;
- (b) carries out the duties of the position within the policies established by the Board;
- (c) will attend all Board and General Meetings except with reasonable excuse;

- (d) may attend a committee meeting at the request of the committee chair;
- (e) may provide information and advice to the Board and committees but cannot vote on any Board or committee motions; and
- (f) performs such other duties as the Board may determine from time to time.

6 PROCEEDINGS OF THE BOARD

6.1 Board Meetings and Quorum

The Board may meet at any place that it considers to be suitable.

A quorum of the Board is a majority of the Directors plus one Director.

The acts and proceedings of the Board are valid even if there are fewer than 12 Directors at any given time.

The Board may change the quorum from time to time by ordinary resolution.

6.2 Calling a Meeting

The Chair may call a meeting of the Board at any time.

The Chair must call at least six meetings per fiscal year with at least one meeting in each fiscal quarter.

Unless the Board has set the place and time of a meeting, these will be determined by the Chair.

The Directors can require the Secretary to convene a Board meeting if:

- (a) at least 25% of the Directors make the request;
- (b) the request is made in writing giving the reason(s) for the meeting; and
- (c) the request is delivered by hand or sent to the Secretary by registered mail.

The request may be signed by the Directors in counterparts.

The Secretary must convene the meeting to be held within 14 calendar days.

If the meeting has not been held by the 14th day, a majority of the Directors who asked for the Board meeting can call the meeting themselves. They can hold the meeting at any time in the next two months.

6.3 Meeting Notice

The Secretary must send each director a notice of a Board meeting at least 48 hours before the meeting.

Upon receipt of a notice of meeting each Director shall be responsible for notifying the Secretary in the event that he or she shall be unable to attend such meeting.

The notice period may be waived by a unanimous resolution of the Board.

The Secretary does not have to send a meeting notice to a newly elected or a newly appointed Director if:

- (a) the meeting is held immediately after the General Meeting at which the Director was elected or appointed; and
- (b) a quorum of Directors is present.

The Secretary does not have to send a meeting notice to a Director during any period when the Director has notified the Society that he or she will be absent from British Columbia.

6.4 Chairing the Meeting

The Chair will chair the Board meetings.

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

If neither the Chair nor the Vice-Chair is then present, the Directors may choose a Director who is present to chair the meeting.

6.5 Participating in the Meeting

Directors:

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

A member may be present and speak to the Board if:

- (a) he or she makes a request in writing;
- (b) the request is delivered to the Chair at least seven (7) days before the meeting in question; and
- (c) the Chair, with the advice of the Officers, approves the request.

6.6 Proceedings of the Meeting

Unless tabled by a Board committee or a board-sanctioned meeting of Directors, resolutions must be moved by a Director and seconded by another Director.

Voting on resolutions is by a show of hands.

A resolution is passed by a simple majority of the votes of the Directors who are present.

If a vote on a resolution is tied:

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

A resolution is valid and effective if it is:

- (a) passed and so-noted in the minutes of the meeting; or
- (b) circulated in writing, signed by at least 75% of the Directors and placed with the minutes of a Board meeting.

Director's resolutions may be signed in counterparts.

6.7 Delegation

The Board may:

- (a) delegate tasks and responsibilities to committees or the CEO; and
- (b) may cancel the delegation at any time.

Committees make recommendations to the Board; they have no power to make decisions or take action.

The Board will establish terms of reference for each standing or ad hoc committee.

The Board will appoint the members of each committee.

The committee members may include Director(s) and/or other members and/or the CEO.

The committee chairs must report regularly and in a timely way to the Board on their activities, expenditures and outcomes.

6.8 Conduct of Committees

If the Board has not nominated the committee chair, the committee may elect one of their members to be chair.

If the Chair is not present 15 minutes after the meeting was scheduled to start, the committee members at the meeting may choose a committee member who is present to chair the meeting.

The members of a committee may meet and adjourn as they think proper.

7 SEAL

7.1 Requirement for a Seal

A seal for the Society is not necessary for documents issued by the Society.

When requested, documents may be certified with the seal of the Society, which shall consist of an embossed die in circular form containing the name of the Society in the outer circle.

7.2 Affixing of the Seal

The Board may, by resolution having general application, specify which Officers or Directors, and whether the Chief Executive Officer, may affix the seal of the Society.

8 FINANCIAL

8.1 Fiscal Year

The fiscal year of the Society begins on June 1 and ends on May 31.

8.2 Financial Statements

The Financial Statement presented to the members at an Annual General Meeting will cover the latest complete fiscal year.

8.3 Funds and Fund Investment

The Board may establish general and special funds.

The funds will be administered in accordance with Board policies on solicitation, administration, disbursement, investment, fund management, and fund windup.

8.4 Inspection of Records

The books and records of the Society may be inspected by the members or their duly authorized representatives at such time and place and with such frequency and upon such notice as may be fixed from time to time by the Board.

8.5 Borrowing

The Board can borrow money if it is needed to achieve the purposes of the Society, subject always to the provisions of the *Society Act*.

The loan can be secured or unsecured.

8.6 Banking

The Board will select the financial institution(s) with which the Society will conduct its financial transactions.

The Board will provide the financial institution with the names, titles and specimen signatures of the Board officers and the Society employees who are authorized to sign documents on behalf of the Society.

All monies received by the Society will be transferred to, negotiated or deposited with the financial institution selected by the Board.

All instruments for monies payable by the Society will be signed by at least two of the following:

- (a) Chair;
- (b) Vice-Chair;
- (c) Treasurer;
- (d) Secretary;
- (e) Immediate Past Chair;
- (f) Chief Executive Officer; or
- (g) an employee of the Society approved in writing by the Board to do so.

9 AUDITOR

9.1 Appointment of an Auditor

The Directors named at the time the Society is incorporated must appoint the first auditor.

An auditor appointed by the first Directors holds office until the first Annual General Meeting.

At each Annual General Meeting, the members must appoint an auditor.

The term of the appointment is until the next Annual General Meeting.

The members can remove an auditor by passing an Ordinary Resolution.

The Board must promptly inform the auditor in writing of his or her appointment or removal.

The auditor cannot be a Director or an employee of the Society.

The auditor may attend General Meetings.

10 NOTICES TO MEMBERS

10.1 Distribution of Notices

Notices to be sent under these Bylaws that must be in writing, other than notices of General Meetings, must be sent to the contact information for the member in the register of members.

The notices can be sent by:

- (a) mail, hand or courier to the member's address;
- (b) fax to the member's fax number; or
- (c) e-mail to the member's e-mail address.

A notice is conclusively deemed to have been delivered:

- (a) on the day it is sent by courier, fax or e-mail or hand delivered;
- (b) two working days after it is put in a Canada Post mail box.

10.2 Notices of General Meetings

A notice published in a local daily newspaper or posted on a website maintained by the Society is considered to be proper and sufficient notice to all members.

A notice sent by email to the email address the Society has on file for a member is considered to be proper and sufficient notice to that member, and the member shall be conclusively deemed to have received such notice on the date it was sent.

Notice of a General Meeting is deemed to have been given one calendar day after it has been published in a local daily newspaper or posted on a website maintained by the Society to:

- (a) every member listed on the register of members;
- (b) the auditor; and
- (c) the general public.

11 CONSTITUTION AND BYLAWS

11.1 Access to the Constitution and Bylaws

When the Board approves an application for membership, the new member:

- (a) will be notified of the approval; and
- (b) will be informed where he or she can see a hard-copy of the Constitution and Bylaws; or
- (c) will be provided with a link to a website where he or she can see an electronic version of the Constitution and Bylaws.

11.2 Changing the Constitution

The name of the Society can only be changed if:

- (a) the members pass a Special Resolution; and
- (b) the Registrar approves the change.

The purposes of the Society can only be changed if:

- (a) the members pass a Special Resolution; and
- (b) the Registrar approves the change.

The change:

- (a) becomes effective only when the Registrar approves the change; and
- (b) the Registrar issues a certificate under the registrar's seal of office setting out particulars of the change.

The change takes effect:

- (a) when the Registrar approves the change; and
- (b) the Registrar issues a certificate with the name change.

12 ADDRESS AND OFFICES

12.1 Address of the Society

The address of the Society:

- (a) will be at a location either on Vancouver Island, the Gulf Islands or another Coastal area of British Columbia as determined by the Board; and
- (b) may be changed by decision of the Board.

12.2 Offices of the Society

The Society shall maintain its primary business office at 1075 Alston Street, Victoria, B.C., and a regional office at #5-1850 Northfield Place, Nanaimo, B.C., or at such other locations as may be determined by the Board.

13 DISSOLUTION OF THE SOCIETY

13.1 Dissolution

The members may wind-up or dissolve the Society.

They must:

- (a) pass a Special Resolution at a General Meeting; and
- (b) determine the registered charitable organizations that will receive any residual funds after all obligations have been paid.