

In this document, the text in boxes like this are explanatory notes and are not part of the bylaws. All other text is part of the bylaws.

Green text —from the Societies Act or Model Bylaws

Blue text —from the old bylaws

Black text —new and/or different

## Fairfield Community Association of Victoria (the "Society") Bylaws

### Part 1 - Definitions and Interpretation

#### Definitions

The old bylaws had no definitions. These definitions are taken from the model bylaws and the Act.

##### 1.1 In these Bylaws:

"**Act**" means the Societies Act of British Columbia as amended from time to time;

"**Board**" means the Directors of the Society;

"**Bylaws**" mean these bylaws as altered from time to time;

"**Consent resolution**" means a resolution passed by the Directors of the Society without a meeting, if  $\frac{3}{4}$  of the Directors consent to the resolution in writing or by e-mail;

"**Legal age**" means 18 years of age;

"**General meeting**" means a general meeting of the members of the Society;

"**Ordinary resolution**" means a resolution passed at a general meeting by a simple majority of the votes cast by the voting members; a resolution consented to in writing, after being sent to all of the voting members, by at least  $\frac{2}{3}$  of the voting members; or a resolution passed by a simple majority of the votes cast when voting is conducted by mail, e-mail or other electronic means.

"**Senior manager**" means an individual appointed by the Directors of the Board to manage the affairs of the Society;

"**Society**" means the Fairfield Community Association of Victoria;

"**Special resolution**" means a resolution passed at a general meeting by at least  $\frac{2}{3}$  of the votes cast by the voting members; a resolution consented to in writing by all voting

members; or a resolution passed by at least  $\frac{2}{3}$  of the votes cast when voting is conducted by mail, e-mail or other electronic means.

The old bylaws had a  $\frac{3}{4}$  threshold to pass a special resolution. The new Societies Act has lowered the threshold to  $\frac{2}{3}$ , and we are proposing to follow that change.

### Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

### Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations as the case may be will prevail.

1.4 If there is a conflict between these Bylaws and the Income Tax Act, the Income Tax Act will prevail.

## Part 2 - Members

### Application for membership

2.1 The Society has 3 types of members: 1) regular members, 2) business members, and 3) honorary members.

We used to have only 1 class of membership, which was open to anyone who lives or operates a licenced business in Fairfield Gonzales. These bylaws introduce 2 new classes of members and expands the regular class of members. We wanted to be able to specifically identify and track business members, and to honour exceptional contributors with honorary memberships.

### Regular members

2.2 A person of legal age who a) is a current resident within the boundaries of the Fairfield Gonzales Community Association, or b) is a landowner owning property within the boundaries of Fairfield Gonzales Community Association or c) can demonstrate being an important stakeholder in the affairs of the Society may apply to the Board for regular membership in the Society. The person becomes a member on the Board's acceptance of the application for membership. Regular members are voting members of the Society.

We wanted to be able to include stakeholders, such as people who attend programs regularly at the Centre and who do not live within the Fairfield Gonzales boundaries, as members. This is new and the Board has drafted a procedure for vetting these membership applications. We also wanted to include people who may not reside in the neighbourhood but are landowners here. This is new.

## **Business Members**

- 2.3 A licenced business within the boundaries of the Society (see article 2.5) may apply to the Board for a business membership in the Society. The business becomes a business member on the Board's acceptance of the application for membership. Business members are voting members of the Society and will designate one representative to act as the voting member on behalf of the business.

Currently business owners can be regular members. This changes our practice a little bit by separating business members into a separate class. This means we could have different fees and terms for businesses, and could consult specifically with businesses about their needs. It also allows each business to designate a representative rather than limiting it to the owner.

## **Honorary member**

- 2.4 The Society may, upon approval of the Board, confer an 'honorary membership' upon an individual who has made an exceptional contribution to the Society and the residents of Fairfield Gonzales. An honorary membership in the Society is free and for the lifetime of the recipient. Honorary members are voting members of the Society.

There are people who have contributed immensely to the organization over a number of years and the Board would like to be able to recognize them as honorary members.

## **Boundaries of the Society**

- 2.5 The geographic boundaries of the Society area are the neighbourhood boundaries for Fairfield and Gonzales as defined by the City of Victoria for planning purposes.

The old bylaws had the boundaries written out in text street by street. The neighbourhood boundaries are determined by the City of Victoria and so we chose to reference those instead, in case they change.

## **Legal Age for membership**

- 2.6 The legal age for membership in the Society is 18 years.

## **Amount of membership dues**

- 2.7 The amount of the annual membership dues, if any, shall be determined by the Board.

The current bylaw states there is no fee for membership. Now the Board may choose to set a fee. This change gives the Board flexibility to set a fee for membership if it ever deems it necessary or useful. This would help the Society ensure that those on the member list are still in the community and still wish to be

involved. The bylaws used to have this language a number of years ago. This is also from the Model Bylaws.

### **Duties of members**

- 2.8 Every member must uphold the constitution of the Society, must comply with these Bylaws and must comply with the Society's Code of Conduct.

The old bylaws were silent on duties of members. This is partly from the Model Bylaws but adds compliance with the Society's Code of Conduct. All staff, volunteers, and program users also must abide by the Code of Conduct.

### **Member not in good standing**

- 2.9 A member shall be considered 'not in good standing' if they are in violation of the duties of members as defined in section 2.8, as adjudicated by the Board or has not paid their annual membership dues, if applicable.

Adds new criteria for members to be in good standing.

### **Member not in good standing may not vote**

- 2.10 A member who is not in good standing:

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Straight from the Model Bylaws.

### **Termination of membership for cause**

- 2.11 A person's membership may be terminated by the Society if the member: no longer qualifies as a member as defined in section 2.2, 2.3, or 2.4; or is not in good standing as defined in section 2.9.

Termination of membership for those who no longer qualify follows from requirements for membership in 2.2, 2.3, 2.4. Termination of a member not in good standing is only applicable if membership dues are set or if the member is in violation of their duties as a member. Upon payment of membership dues the person could be reinstated as a member.

- 2.12 A person's membership may only be terminated for cause if a resolution to terminate the membership is adopted by a majority vote at a properly convened meeting of the Board of Directors. The termination of a person's membership may be rescinded by a three-quarter ( $\frac{3}{4}$ ) majority vote of a special resolution at the next general meeting.

Termination by resolution of the Board is from our current bylaws – no change.

### **Termination of membership by member**

2.13 A member may withdraw from membership in the Society by notifying the Board of Directors to that effect in writing. On receipt by the Society of such notice the member shall cease being a member of the Society.

Withdrawal from Society by member – from current bylaws – no change.

### **Termination of membership benefits**

2.14 Any member who withdraws their membership, or has their membership terminated by the Society shall forthwith forfeit all right, claim and interest arising from, or associated with, membership in the Society.

From current bylaws – no change.

## **Part 3 - General Meetings of Members**

### **Time and place of general meetings**

3.1 An annual general meeting of the Society shall be held each calendar year and within four months of the end of the Society's fiscal year end.

Current bylaws require an annual general meeting within 3 months of the end of the fiscal year – new is 4 months for more flexibility.

3.2 A General Meeting may be called at any time by the Board of Directors.

3.3 Other meetings of members may be convened by order of the Board of Directors at such time and place as may be determined by the Board. Voting members may requisition the Directors to call a general meeting for the purposes stated in the requisition. The requisition must contain the written names and be signed by either:

- (a) 75 members; or
- (b) 10% of the voting members of the Society, whichever is the lesser number; and
- (c) The requisition must comply with any requirements set out in the applicable statute governing societies in the Province of British Columbia.

From the current bylaws – no change. The threshold in the Act is also set at 10%.

### **Notice of General Meetings**

3.4 Written notice of the date, time and location of a general meeting must be sent to every member of the Society at least 14 days before the meeting and not more than 60 days before the meeting. Notice is deemed to have been sent:

(a) If the membership is 250 or more, if notice of the date, time and location of the meeting:

- 1) has been sent, to every member of the Society who has provided an email address to the Society, by email to that email address, and
- 2) is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members of the Society; or

(b) If the membership is less than 250, if notice of the date, time and location of the meeting has been set, to every member of the Society at least 14 days and no more than 60 days before the meeting.

3.5 The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.

Notice of General Meeting section is taken from Section 77 of the Act.

### **Ordinary business at general meeting**

3.6 At a general meeting, the following business is ordinary business:

- (a) Adoption of the rules of order;
- (b) Consideration of any financial statements of the Society presented to the meeting;
- (c) Consideration of the reports, if any, of the Directors or auditor;
- (d) Election or appointment of Directors;
- (e) Appointment of an auditor/accountant;
- (f) Business arising out of a report of the Directors not requiring the passing of a special resolution.

This section is taken from the Model Bylaws.

### **Notice of special business**

3.7 A notice of a special general meeting shall state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

This section is taken from the Model Bylaws

### **Chair of general meeting**

3.8 The following individuals are entitled to preside as the chair of a general meeting:

- (a) The Board President chairs a general meeting;

- (b) In the absence of the Board President, the Board Vice President chairs a general meeting;
- (c) If the President and Vice President are unable to chair a general meeting, the Board may appoint another Director of the Board to chair the general meeting.

Adapted from the Model Bylaws.

### **Alternate chair of general meeting**

3.9 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Taken from the Model Bylaws.

### **Quorum required**

3.10 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Taken from the Model Bylaws

### **Quorum for general meetings**

3.11 The quorum for the transaction of business at a general meeting is a quorum of the Board and at least 10 voting members in good standing.

Current bylaws require 10 voting members only (including Board members), so this represents a higher threshold by up to 8 more, depending on the size of the Board. It is considered good practice to have a quorum of the Board present at general meetings.

### **Lack of quorum at commencement of meeting**

3.12 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) In the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) In any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

Taken from the Model Bylaws.

### **If quorum ceases to be present**

3.13 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Taken from the Model Bylaws.

### **Adjournments by chair**

3.14 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Taken from the Model Bylaws.

### **Notice of continuation of adjourned general meeting**

3.15 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Taken from the Model Bylaws.

### **Order of business at general meeting**

3.16 The order of business at a general meeting is as follows:

- (a) Elect an individual to chair the meeting, if necessary;
- (b) Determine that there is a quorum;
- (c) Approve the agenda;
- (d) Approve the minutes from the last general meeting;
- (e) Deal with unfinished business from the last general meeting;
- (f) If the meeting is an annual general meeting:
  - I. Receive the Directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - II. Receive any other reports of Directors' activities and decisions since the previous annual general meeting,
  - III. Elect Directors, and



- IV. Appoint an auditor/accountant.
- (g) Deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) Terminate the meeting.

Taken from the Model Bylaws.

### **Nominations from the floor**

3.17 Nominations from the floor for Board of Directors are not permitted. Nominations for the Board of Directors will close 5 business days before each annual general meeting. The Nominations Committee will place all eligible nominees on the ballot presented to the members at the annual general meeting.

Taken from current bylaws – no change.

### **Methods of voting**

3.18 At a general meeting, voting shall be by a show of hands, voting cards or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Taken from the Model Bylaws. Current bylaws were silent on methods of voting.

### **Counting of votes**

3.19 The counting of hands or voting cards shall be done by at least 2 individuals and their counts must agree, otherwise the count must be repeated.

3.20 In the case of secret ballots, the ballots must be counted by 3 independent individuals who are not on the ballot for election. The 3 independent counts shall agree or the ballots must be recounted.

3.19, 3.20 are new. Clarifies how votes will be counted at General Meetings.

### **Announcement of result**

3.21 The chair of a general meeting shall announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Taken from Model Bylaws.

### **Destruction of secret ballots**

3.22 Immediately following the announcement of the voting results, a motion shall be passed to either destroy the secret ballots or have them retained on file in case of dispute.

3.23 The destruction of secret ballots shall be witnessed by at least 3 independent witnesses.

New. Clarifies process for secret ballots.

### Proxy Voting

3.24 Voting by proxy is permitted at general meetings. Proxy votes must be in writing, signed and dated not more than thirty (30) days prior to a general meeting. No member shall act as proxy for more than one (1) other member. Only a member in good standing may act as a proxy holder.

From current bylaws – no change.

### Matters decided at general meeting by ordinary resolution

3.25 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Taken from Model Bylaws.

## Part 4 - Directors

### Number of Directors on Board

4.1 The Society shall have no more than 14 voting Directors.

Removed minimum of 10 for added flexibility. The Act requires at least 3.

### Length of Term for Directors

4.2 Directors are elected for a 2-year term.

4.3 A Director may serve for a maximum of 3 terms or 6 years in total. A Director who has completed 6 continuous years on the Board shall be absent from the Board for at least 12 months to be eligible for re-election to the Board.

New. Current bylaws have no term limits. Term limits are a best practice in governance.

4.4 In exceptional circumstances, where a Director has served the maximum 6-year term, the members, at an annual general meeting, may re-elect that Director to a further 2-year term. This re-election requires that the Board recommend (by  $\frac{3}{4}$  vote) this re-election.

4.5 The immediate past president of the Board, notwithstanding the 6 year term limit, may serve on the Board in the capacity of Past President until a new past president assumes the position.

### **Election of Directors**

4.6 The election of Board Directors shall occur at the Society's annual general meeting.

Simplified from current bylaws. Nominating committee procedures have been moved from bylaw into policy.

### **Appointment of Directors**

4.7 In the case that there are less than 14 Directors on the Board, in between Annual General Meetings, the Board may choose to appoint a Director to fill that vacant position.

Wording simplified but the same intent as current bylaws.

### **Term of Appointed Directors**

4.8 The Director appointed to fill a vacant position on the Board may fill that position until the next annual general meeting. This period as an appointed Director does not count against the maximum total of 6 years on the Board.

New. Necessary now because of introduction of term limits.

### **Qualifications of Directors**

4.9 Individuals shall meet the following criteria in order to be eligible to be elected as a Director of the Society:

- (a) Be a voting member in good standing of the Society;
- (b) Must not be an employee of the Society;
- (c) Must agree in writing to stand for election or appointment;
- (d) Must not be found by and court, in Canada or elsewhere, to be incapable of managing her or his own affairs;
- (e) Must not be an un-discharged bankrupt;
- (f) Must not be convicted in or outside of British Columbia of an offense in connection with the promotion, formation or management of a corporation or unincorporated entity, or an offense involving fraud, subject to certain exceptions; unless
  - (a) The court orders otherwise;
  - (b) 5 years have elapsed since the last to occur of

- I. the expiration of the period set for suspension of the passing of sentence without a sentence having been passed
  - II. the imposition of a fine
  - III. the conclusion of the term of any imprisonment, and
  - IV. the conclusion of the term of any probation imposed, or
- (c) 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 may be the case, has not been revoked or ceased to have effect.

Qualification (a) is from current bylaw – no change.  
 Qualification (b) is recommended by the Board as a best practice.  
 Qualifications (c), (d), (e), and (f) are required by the Societies Act.

### Resignation of Director

4.10 A Director wishing to resign from the Board shall provide a written resignation to the Board President or Board Secretary. The written resignation may be done by e-mail.

Current bylaw requires Board acceptance of resignation, a limitation that is not consistent with the new Act.

4.11 A Director who no longer qualifies to be a Director as set forth in section 4.9 shall immediately resign from the Board.

From the Societies Act.

### Removal of Director

4.12 A Director who no longer qualifies as a Director under section 4.9 may be removed from the Board by a  $\frac{3}{4}$  vote of the Board.

Mechanism required in the case that an unqualified Director does not resign.

4.13 A resolution may be passed by a minimum of three quarters ( $\frac{3}{4}$ ) of the Board of Directors, excepting the impugned Director, to expel a Director for any conduct:

- i) unbecoming to a Director, or
- ii) which may be prejudicial to the best interests of the Society,

by a vote at a regularly constituted meeting of the Directors, one week prior notice of the said meeting having been given to the Director, and such Director having been given the right to be heard in the Director's own defense before the Board.

From current bylaws – no change.

4.14 A Director may be removed from office by recall resolution passed by at least three-quarters (3/4) of the members present and voting at a general meeting of the Society, provided that notice of motion of such resolution shall have been given either at the previous general meeting or is attached to the notice of the general meeting at which the recall resolution is to be moved.

From current bylaws – no change.

4.15 A Director who verbally resigns from the Board and does not resign in writing within 30 days may be removed from the Board by a majority vote of the Board.

Provides a needed mechanism and ensures the need for quorum is not complicated by the perpetual absence of a Director.

4.16 A Director who does not attend 3 consecutive Board meetings or does not attend five (5) Board meetings in a calendar year may be removed from the Board by a  $\frac{3}{4}$  vote of the Board.

Ensures full participation by Directors.

#### **No remuneration of Directors**

4.17 No Director may receive remuneration for being a Director of the Society.

4.18 The Society may reimburse a Director for reasonable expenses necessarily incurred by the Director in performing his or her duties as a Director, subject to these expenses being pre-approved by the Board.

From current bylaws – no change.

#### **Director's Liability**

4.19 Directors of the Society who

(a) Vote for a resolution passed at a meeting of Directors, or

(b) Consent to a consent resolution of Directors

authorizing a distribution, contrary to the BC Societies Act or the Society's bylaws, of money or other property are jointly and severally liable to restore to the Society any money or other property that is so distributed and not otherwise recovered by the Society.

From the Societies Act.

4.20 The Society shall maintain an appropriate level of Director's liability insurance at all times as determined by the Board.

New to the bylaws. This is our current practice.

### **Limitation of liability**

4.21 A Director of the Society is not liable under section 4.19 and has complied with his or her duties under section 4.25 if the Director, reasonably and in good faith, relied on any of the following:

- (a) Financial statements of the Society represented to the Director to fairly reflect the financial position of the Society
  - I. By a Director or senior manager responsible for the preparation of the financial statements, or
  - II. In a written report of the auditor of the Society.
- (b) A written report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by that person, or
- (c) A statement of fact represented to the Director by another Director or a senior manager of the Society to be correct
- (d) Any record, information or representation the court considers provides reasonable grounds for the actions of the Director, whether or not
  - I. The record was forged, fraudulently made or inaccurate, or
  - II. The information or representation was fraudulently made or inaccurate.

From the Societies Act.

### **Registry filing respecting Directors**

4.22 The Society shall promptly after a change in its Directors or in the address of any of its Directors file with the registrar a notice of change of Directors.

4.23 If a change of Directors occurs at an annual general meeting, the Society may provide notice of the change in the annual report the Society files with the registrar.

From the Societies Act.

### **Function of Directors**

4.24 The Directors of the Society shall manage, or supervise the management of, the activities and internal affairs of the Society.

From the Societies Act.

### **Duties of Directors**

4.25 A Director of the Society shall, when exercising the powers and performing the functions of a Director of the Society,

- (a) Act honestly and in good faith with a view to the best interests of the Society
- (b) Exercise the care, diligence and skill a reasonably prudent individual would exercise in comparable circumstances
- (c) Act in accordance with the BC Societies Act and its regulations, and all other applicable Federal and Provincial legislation
- (d) Act in accordance with the constitution and bylaws of the Society
- (e) Act in accordance with the Society's policies and procedures, including but not limited to its Board Conflict of Interest Policy
- (f) Chair or take an active role in one of the committees of the Society

4.26 A Director of the Society, when exercising the powers and performing the functions of the Society, must act with a view to the purposes of the Society.

Duties of Directors are from the Societies Act, except subsection 4.25 (e) and (f), which have been added as duties specific to this organization.

## **Part 5 – Board of Directors' Meetings**

### **Calling Board of Directors' meeting**

5.1 The President shall call a meeting of the Board of Directors within 2 weeks of an annual general meeting for the purpose of electing the officers of the Board.

From current bylaws but adds a time limit of 2 weeks to call the first meeting.

5.2 The President or any 3 other Directors may call a meeting of the Board of Directors.

Increases the number of Directors required to call a Directors' meeting from 2 to 3.

### **Number of Directors' meetings**

5.3 There shall be at least five (5) Board of Director's meetings per year. These meetings shall be held at reasonable intervals throughout the year.

From current bylaws – no change.

### **Election of Board's officers**

5.4 At the first meeting of the Board of Directors, immediately after the Annual General Meeting, the Directors shall elect the officers of the Board from amongst the Directors. The Immediate Past President or a designate of the Board shall chair the meeting until the election of the officers is completed.

From current bylaws – no change.

### **Notice of Board of Director's meetings**

5.5 At least 3 days' notice of a Board of Directors meeting shall be given unless  $\frac{3}{4}$  of the Directors agree to a shorter notice period.

3 days' notice is the same as current bylaws. Provides for lower threshold ( $\frac{3}{4}$  rather than unanimous) to waive notice.

5.6 Notice of a Board of Directors' meeting may be given by mail or electronically.

Electronic notice is new, consistent with the Act.

### **Purpose of meeting**

5.7 Notice of a Board of Directors' meeting shall be accompanied by a description of the meeting's purpose.

New. Best practice.

### **Proceedings valid despite omission to give notice**

5.8 The accidental omission to give notice of a Board of Directors' meeting to a Director, the non-receipt of a notice by a Director, or the inability to contact a Director does not invalidate proceedings at the meeting.

From the Model Bylaws.

### **Conduct of Board of Directors' meetings**

5.9 The conduct of Board of Director's meeting will comply with a recognized rules of order as agreed upon by the Board.

Current bylaws require the use of Robert's Rules of Order. This gives the Board the flexibility to adopt other Rules of Order that it may deem useful.

5.10 The Board may amend the rules of order to suit the needs of the Society.

Allows flexibility in order to ensure rules of order are practical for the Society.

### **Quorum of Directors**

5.11 The quorum for the transaction of business at a Directors' meeting is a majority (50% plus 1) of the Directors.

From current bylaws – no change.

### **Passing of motions**



- 5.12 Board motions shall have a mover and a seconder.
- 5.13 The Board President may not move a motion.
- 5.14 The voting on Board motions will be by show of hands.
- 5.15 The Board President does not vote on Board motions except to break a tie vote.

Passing of Motions section new, adds clarity on how motions are passed.

## Part 6 - Board Officers and Committees

### Election or appointment of Board Officers

- 6.1 Directors shall be elected or appointed to the following positions of Board officers, and a Director, other than the President, may hold more than one position:
- (a) President;
  - (b) Vice-president;
  - (c) Secretary;
  - (d) Treasurer;

From the Model Bylaws.

- 6.2 The Board may elect Directors to co-positions where applicable.

New, proposed in order to allow Directors to share responsibility for positions with a heavy workload.

### Past President

- 6.3 The outgoing President of the Board shall serve in the position of Past President. The Past President is an ex-officio member of the Board without voting privileges.

No change from current bylaws.

### Role of President

- 6.4 The President is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties.
- (a) The President shall:
- i) Act as chairperson of the Directors' meetings and of Society meetings;
  - ii) Act as spokesperson and sign communications on behalf of the Board of Directors;
  - iii) Cast the deciding vote in the event of a tied vote;
  - iv) Supervise generally the affairs and business of the Society;

Most is from current bylaws. Changes are:

- a. To clarify the President is spokesperson for the Board of Directors, removed spokesperson for Society as it conflicted with our Communications Policy in which the Executive Director is spokesperson for programs.
- b. Deleted "sign documents on behalf of the Association" as this conflicts with contract and check signing etc. which requires two signatures, and added "sign communications on behalf of the Board of Directors".

### **Role of Vice-president**

6.5 The Vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the President if the president is unable to act.

Same as Model Bylaws and current bylaws.

### **Role of Secretary**

6.6 The Secretary is responsible for performing, or making the necessary arrangements for, the following:

- (a) Issuing notices of general meetings and Directors' meetings;
- (b) Taking minutes of general meetings and Directors' meetings;
- (c) Keeping the records of the Society in accordance with the Act;
- (d) Conducting the correspondence of the Board;
- (e) Filing the annual report of the Society and making any other filings with the registrar under the Act.

Taken from Model Bylaws.

### **Absence of Secretary from meeting**

6.7 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary at the meeting.

### **Role of Treasurer**

6.8 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) Receiving and banking monies collected from the members or other sources;
- (b) Keeping accounting records in respect of the Society's financial transactions;

- (c) Preparing the Society's financial statements;
- (d) Making the Society's filings respecting taxes;
- (e) Reporting the Society's financial situation to the Board on a regular basis;
- (f) Advising the Board and the Society's staff on financial matters.

Taken from Model Bylaws, except (e) and (f) added to reflect actual duties of Treasurer.

### **Board Committees**

- 6.9 The Board of Directors may form committees or working groups of the Board to perform work on behalf of the Board.
- 6.10 All Board committees and working groups are accountable to the Board and must report their activities to the Board on a regular basis, as defined by the Board.

6.9, 6.10 are new but reflect current practice. Further detail on committees is captured in organizational policy and terms of reference.

### **Committee's Terms of Reference**

- 6.11 All committees of the Board shall have terms of reference approved by the Board.

New but reflects current practice.

## **Part 7 - Signing Authority**

### **Signing authorities**

- 7.1 Signing officers of the Society shall be at least two (2) of the following individuals: an Officer of the Society, and a person appointed by the Directors of the Society as a senior manager by resolution of the Directors and in compliance with the applicable statutes governing societies in the province of British Columbia.

From current bylaws – no change.

Current bylaws have an additional item," The Board of Directors shall adopt a seal by resolution which will be the common seal of the Society and shall place it in the custody of the Secretary." This has been removed because we do not have a seal and the new Act is silent on this issue.

## **Part 8 – Society's Records**

All of Part 8 is taken from the Act.

### **Records to be kept**

8.1 The Society must keep the following records:

- (a) The Society's certificate of incorporation;
- (b) Each certified copy, furnished to the Society by the registrar, of the following records:
  - I. The constitution of the Society;
  - II. The bylaws of the Society;
  - III. The statement of Directors and registered office of the Society;
- (c) Each confirmation, other certificate or certified copy of a record furnished to the Society by the registrar, other than a response to a request;
- (d) A copy of each order made in respect of the Society by
  - i. Any court or tribunal in Canada or elsewhere
  - ii. A federal, provincial or municipal government body, agency or official, including the registrar
- (e) The Society's register of Directors, including contact information provided by each Director;
- (f) Each written consent to act as a Director and each written resignation of a Director;
- (g) A copy of each record evidencing a disclosure of conflict of interest by a Director or senior manager;
- (h) The Society's register of members, organized by different types, including contact information provided by each member;
- (i) The minutes of each meeting of members, including the text of each resolution passed at the meeting;
- (j) A copy of each ordinary resolution or special resolution and in the case of a resolution consented to in writing by the voting members, a copy of each of the consents to the resolution;
- (k) The financial statements of the Society and the auditor's report on those financial statements;
- (l) The minutes of each meeting of Directors, including
  - i. A list of all Directors at the meeting, and
  - ii. The text of each resolution passed at the meeting;
- (m) A copy of each consent resolution of Directors and a copy of the consents to that resolution;
- (n) Adequate accounting records for each of the Society's financial years, including a record of each transaction materially affecting the financial position of the Society.

### **Destruction of records**

- 8.2 For the purposes of the Act, the Society is not required to keep a record under section 20 of the Act if
- I. The record is no longer relevant to the activities or internal affairs of the Society, and
  - II. 10 years have passed since the record was created or, if the record has been altered, since the record was last altered.

### **Location of records**

- 8.3 The Society must ensure that the records it is required to keep under section 20 of the Act
- (a) In the case of records that are not in electronic form, are kept at the Society's office, and
  - (b) In the case of electronic records that are electronic form, are available for inspection at the Society's registered office by means or a computer terminal or other electronic technology.

### **Inspection of records**

- 8.4 A member of the Society may, without charge, inspect a record of the Society as listed in section 8.1.
- 8.5 The Society may impose a reasonable period of notice before which, and reasonable restrictions on the times during which, a member, other than a Director, may inspect a record.

## **Part 9 – Senior Managers, Employees and Contractors**

All of Part 9 is taken from the Act.

### **Senior managers**

- 9.1 The Directors of the Society may appoint one or more senior managers of the Society to exercise the Directors' authority to manage the activities or internal affairs of the Society.

### **Qualifications of senior managers**

- 9.2 An individual who is not qualified under section 44 of the Act to be a Director of a Society is not qualified to be a senior manager of the Society.

### **Disclosure of senior manager's interest**

- 9.3 This section applies to a senior manager of the Society who has a direct or indirect material interest in
- (a) A contract or transaction, or a proposed contract or transaction, of the Society, or

- (b) A matter that is or is to be the subject of consideration by the Directors, if that interest could result in the creation of a duty or interest that materially conflicts with the senior manager's duty or interest as a senior manager of the Society.

9.4 A senior manager to whom this section applies shall

- (a) Disclose fully and promptly to the other Directors the nature and extent of the senior manager's interest,
- (b) If the contract, transaction or matter referred to in section 9.3 is to be discussed at a Directors' meeting at which the senior manager is present, leave the Directors' meeting
  - I. When the contract, transaction or matter is discussed, unless asked by the Directors to be present to provide information, and
  - II. When Directors vote on the contract, transaction or matter, and
  - III. Refrain from any action intended to influence the discussion or vote.

9.5 A disclosure under section 9.4 shall be evidenced in at least one of the following records:

- (a) The minutes of a meeting of Directors
- (b) A consent resolution of Directors
- (c) A record addressed to the Directors that is delivered to the delivery address, or mailed by registered mail to the mailing address of the registered office of the Society.

**Reporting on remuneration of employees and contractors**

9.6 The financial statements of the Society must include a note providing detail of the remuneration paid by the Society in that period to the employees of the Society, and to persons under contract for services to the Society, whose remuneration was at least \$75,000. The note must include the following:

- (a) A list of those persons, which list
  - I. In the case of employees, each employee's position or title and in the case of contractors, the nature of the contractual services provided by each contractor,
  - II. The amount of remuneration paid during the applicable period to each of those persons, and
  - III. May include, but is not required to include, the persons' names.

**Part 10 - Audits and Accounts**

### **Appointment of auditor**

10.1 At each Annual General Meeting, the Society shall appoint one or more accountants to hold office until the next Annual General Meeting.

10.2 The appointed accountant shall be qualified to act as an auditor as defined in section 112 of the Act.

Section 10.1, 10.2: No change – taken from current bylaws and Act.

### **Review of Society's financial accounts**

10.3 The books and accounts of the Society shall be reviewed by the accountant at the end of the Society's fiscal year.

No change from current bylaws.

10.4 The Treasurer shall present the Society's reviewed or audited statements at the annual general meeting.

Section 35 of the Act requires this.

### **Society's fiscal year**

10.5 The Society's fiscal year is August 1 to July 31.

No change.

## **Part 11 – Borrowing Powers**

11.1 In order to carry out the purposes of the Society the Directors may propose borrowing as provided for in the Act by a special resolution, published in the notice of meeting and passed by two thirds majority vote at a general meeting.

As in current bylaws, requires a special resolution in order for the Society to borrow funds.

## **Part 12 – Amendments of Bylaws**

12.1 The constitution and by-laws of the Society shall not be repealed or altered or added to except by a special resolution, published in the notice of meeting and passed by two thirds majority vote at a general meeting.

As in current bylaws except threshold for special resolution is lowered to  $\frac{2}{3}$  majority, as provided for in the new Act.

## **Part 13 – Dissolution**

13.1 In the event of dissolution or winding up the Society, the members of the Society shall appoint one or more liquidators to liquidate the assets and liabilities of the Society, provided the assets be distributed in accordance with the Income Tax Act of Canada.

As in current bylaws but wording simplified to reference the Income Tax Act rather than specifically state where assets will go. This eliminates the requirement should that Act change and ensures that compliance effort is accurately informed with most up to date legislation. This clause was previously unalterable; the new Societies Act does not allow unalterable clauses.