

BC SPCA

The British Columbia Society for the Prevention of Cruelty to Animals

BC SPCA

Constitution and Bylaws

2017

CERTIFICATE OF OFFICER

I, CRAIG J. DANIELL, Chief Executive Officer of The British Columbia Society for The Prevention of Cruelty to Animals (“BC SPCA”) hereby CERTIFY AND ATTEST for and on behalf of the BC SPCA, without personal liability, that the attached document is a true and complete copy of the Constitution and Bylaws of the BC SPCA, as amended and restated.

I CERTIFY further that this Constitution and Bylaws came into effect on February 24, 2017 by way of duly approved resolutions approved by the voting members in accordance with the Bylaws then in effect.

DATED this 24th day of February, 2017.

A handwritten signature in black ink that reads "Craig J. Daniell". The signature is written in a cursive style with a large, stylized initial 'C'.

Craig J. Daniell
Chief Executive Officer

CONSTITUTION

of

THE BRITISH COLUMBIA SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS

1. The name of the Society is “The British Columbia Society for the Prevention of Cruelty to Animals”.
2. The objects of the Society are to prevent cruelty to and promote the welfare of animals. Without limiting the generality of the foregoing, the Society may:
 - (a) enforce the existing laws, having as their object the prevention of cruelty to animals or the protection of animals;
 - (b) exercise the powers granted to the Society by the *Prevention of Cruelty to Animals Act*, and amendments thereto, of the Province of British Columbia;
 - (c) educate the public and increase awareness on animal issues in order to improve animal welfare;
 - (d) promote, encourage and carry out education in the humane treatment of animals;
 - (e) form and establish Branches in its discretion in any part of the Province and define the geographic boundaries of such Branches, and require that such Branches comply with the Constitution and Bylaws of the Society and with any rules, policies and directions the Society may make from time to time;
 - (f) establish and operate shelters for the reception and care of animals, in particular sick, injured, stray, seized, or unwanted animals, and provide facilities for the humane destruction of animals;
 - (g) enter into agreements with the Government of the Province of British Columbia, with any Municipality or Regional District or with any other local governmental authority to act as pound keeper in any defined area within the Province and to operate animal shelters in conformity with the principles of the Society;
 - (h) make awards to persons performing acts of outstanding bravery or endurance for the benefit of animals;
 - (i) make awards to animals which, by their actions, have been instrumental in saving life or property;

- (j) perform such other lawful things as are incidental, necessary or conducive to the above purposes, including, without limitation buy, sell, exchange, develop and mortgage property, enter into contracts and leases and employ persons.
3. The operations of the Society are to be carried on chiefly in the Province of British Columbia.
 4. In the event of the winding up and dissolution of the Society any assets remaining after payment of all debts and obligations shall be distributed to a recognized, registered charitable organization in the Province of British Columbia with similar objects, failing which then to a suitable level of local government. This clause is unalterable.

BYLAWS

of

THE BRITISH COLUMBIA SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS

1. INTERPRETATION

1.1 Definitions

- (a) In these Bylaws, unless the context otherwise requires:
- (i) “Act” means the *Prevention of Cruelty to Animals Act* of the Province of British Columbia from time to time in force and all amendments to it;
 - (ii) “Board” means the Board of Directors of the Society;
 - (iii) “Branch” means a Branch of the Society formed and established under Part 9 of these Bylaws and the *Act*;
 - (iv) “Chief Executive Officer” means the chief executive officer of the Society appointed pursuant to Bylaw 15.5;
 - (v) “Code of Ethics” means the code of ethics that the Board may adopt from time to time;
 - (vi) “Community Council” means the Community Council of a Branch as established under Part 9 of these Bylaws;
 - (vii) “Directors” means the Directors of the Society for the time being, elected pursuant to these Bylaws;
 - (viii) “Electronic Means” means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility that in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
 - (ix) “Member” means a Member of the Society in accordance with these Bylaws;
 - (x) “Officer” means an officer of the Society elected pursuant to these Bylaws;
 - (xi) “ordinary resolution” means:
 - A. a resolution passed at a meeting by a simple majority of the votes cast in person by those Members entitled to vote,

- B. in the case of a resolution voted on by mail ballot in accordance with these Bylaws, a resolution passed by a simple majority of votes cast in respect of the resolution by the Members entitled to vote;
- (xii) “Regional Council” means a Regional Council established by the Directors pursuant to these Bylaws;
 - (xiii) ‘majority’ or “simple majority” means the nearest whole number greater than 50%.; and
 - (xiv) “special resolution” means:
 - A. a resolution passed at a meeting by not less than two-thirds (2/3) of the votes of those Members who, being entitled to do so, vote in person,
 - I. of which not less than 30 days’ notice specifying the intention to propose the resolution as a special resolution has been given, or
 - II. if every Member entitled to attend and vote at the meeting agrees, at a meeting of which less than 30 days' notice has been given,
 - B. in the case of a resolution voted on by mail ballot in accordance with these Bylaws, a resolution passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by those Members entitled to vote.
- (b) The definitions in the *Act* apply to these Bylaws.

1.2 **Number and Gender**

Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation and vice versa.

1.3 **Headings**

The headings used in these Bylaws are for convenience of reference only.

2. **MEMBERSHIP**

2.1 **Generally**

The Members of the Society are those persons who are Members of the Society when these Bylaws become effective and those persons who become Members of the Society in accordance with these Bylaws, and who, in either case, have not ceased to be Members.

2.2 Categories and Acceptance of Membership

- (a) The categories of Membership in the Society are as follows:
 - (i) Voting Member – An individual who meets the criteria for a Voting Member as established by the Board pursuant to these Bylaws and is not an employee of the Society is a Voting Member. The Board will assign each Voting Member to the Branch operating in the area of the Member’s address or in the area nearest to the Member’s address.
 - (ii) Non-Voting Member – An individual or organization that meets the criteria for a Non-Voting Member as established by the Board pursuant to these Bylaws is a Non-Voting Member.
- (b) Acceptance
 - (i) A person may apply to the Directors for Membership in the Society and on acceptance by the Directors is a Member.
 - (ii) The Board may accept as an Honorary Member any individual who or organization that the Board determines has made a meritorious contribution to the Society or to the attainment of the purposes of the Society. An Honorary Member is a Non-Voting Member of the Society and is not required to pay any Membership fees or dues.

2.3 Duties of Members

Every Member must:

- (a) pay the annual dues established pursuant to these Bylaws; and
- (b) uphold the Constitution and comply with these Bylaws and the Code of Ethics, and an undertaking to do so shall be included in every Membership application.

2.4 Rights and Privileges of Members

- (a) **Voting Members** – A Voting Member in good standing is:
 - (i) eligible to hold office, provided that the Member has been a Voting Member in good standing for at least 7 days prior to the election or appointment or, in the case of elections of Directors to assume office at an annual general meeting, 7 days prior to the date when nominations close in accordance with Bylaw 5.6(a)(iii);
 - (ii) entitled to receive notice of and attend, speak and vote at general meetings of the Branch to which such Member is assigned;
 - (iii) entitled to attend general meetings of the Society;

- (iv) entitled to speak at a general meeting of the Society only if permitted by the Members in attendance who are entitled to vote;
 - (v) entitled to vote at a general meeting of the Society only if such Member is a Director or the Chair of a Community Council;
 - (vi) ineligible to hold office as a Director, Officer or Chair of a Community Council if the Life Member or Active Member is an immediate family Member of an employee of the Society; and
 - (vii) ineligible to simultaneously hold office as a Director and hold office as a Chair of a Community Council.
- (b) **Non-Voting Members** – A Non-Voting Member in good standing is:
- (i) entitled to attend general meetings of the Branch to which such Member is assigned;
 - (ii) entitled to attend general meetings of the Society;
 - (iii) entitled to speak at Branch or Society general meetings only if permitted by the Members in attendance who are entitled to vote;
 - (iv) not entitled to vote at any general meetings of a Branch or the Society; and
 - (v) not eligible to hold office as a Director, Officer, or Member of a Community Council.

2.5 **Membership Dues**

The Directors may determine from time to time the amount of the Membership fees payable by Members.

2.6 **Cessation of Membership**

A person immediately ceases to be a Member of the Society:

- (a) on delivery of his or her signed resignation in writing to the address of the Society by mail, courier, electronic mail or fax; or
- (b) on his or her death or, in the case of an organization, on its dissolution; or
- (c) on the cancellation of the Membership under Bylaw 2.7; or
- (d) on having been a Member not in good standing, pursuant to Bylaw 2.8, for three consecutive calendar months.

2.7 Cancellation of Membership

The Directors may cancel the Membership of a Member by a resolution passed at a meeting of the Directors by a two-thirds (2/3) vote of all Directors in office. The notice of the meeting of Directors at which the resolution for cancellation will be considered must include a brief statement of the reason or reasons for the proposed cancellation and a copy of the statement must be provided to the person or organization whose Membership is the subject of the proposed resolution. The person or organization whose Membership is the subject of the proposed resolution must be given an opportunity to be heard at the meeting of Directors before the resolution for cancellation is put to a vote.

2.8 Good Standing

All Members are in good standing except a Member who has failed to pay the current applicable annual Membership dues and a Member is not in good standing so long as the dues remain unpaid.

3. GENERAL MEETINGS OF THE SOCIETY

3.1 Directors Determine General Meetings

General meetings of the Society will be held at such time and place within British Columbia as the Directors decide.

3.2 Annual and Extraordinary General Meetings

Any general meeting of the Society other than an annual general meeting is an extraordinary general meeting.

3.3 Calling and Requisitioning Extraordinary General Meetings

The Directors may, whenever they think fit, convene an extraordinary general meeting of the Society. The Directors must convene an extraordinary general meeting without delay if the Directors receive a requisition signed by twenty per cent (20%) or more of the Members entitled to vote at a general meeting of the Society that states the purpose of the general meeting.

3.4 Notice of General Meetings

- (a) Not less than 21 days' notice shall be given of a general meeting of the Society, provided that all voting Members entitled to attend at the meeting may reduce or waive such notice requirement. Notice of a general meeting of the Society must specify the place, day and time of the meeting, and, in case of special business as defined in Bylaw 4.1, the general nature of that business. Notice need not be given of ordinary business, as defined in Bylaw 4.1(b)(i)-(vi). The notice must be given as provided in these Bylaws to each Director and the Chair of each Community Council. Accidental omission to give notice of a meeting to, or the

non-receipt of notice of a meeting by, any Director or Chair of a Community Council will not invalidate the proceedings of that meeting.

- (b) The Directors may, but are not obliged to, give notice of any general meeting to Members who are not Directors or the Chair of a Community Council. If the Directors decide to give notice of a general meeting to such Members, they may do so in any manner they in good faith decide including, without limitation, by posting such notice in Branch offices, publishing such notice in the newsletter of the Society or displaying the information on the website of the Society.

3.5 Waiving or Reducing Notice of General Meetings

All Directors and Community Council Chairs may, by unanimous consent in writing given before, during or after the meeting, waive or reduce the period of notice of a general meeting or, if all are present at the meeting, by a unanimous vote, waive or reduce the period of notice of the meeting and an entry in the minute book of such waiver or reduction will be sufficient evidence of the due convening of the meeting.

3.6 Time for Holding Annual General Meetings

The Society must hold an annual general meeting once in every calendar year.

4. PROCEEDINGS AT GENERAL MEETINGS OF THE SOCIETY

4.1 Special Business

Pursuant to Bylaw 3.4(a), notice must be given of special business to be conducted at a general meeting. Special business is:

- (a) all business at an extraordinary general meeting of the Society, except the adoption of rules of order and the conduct of and method of voting at the meeting; and
- (b) all business at an annual general meeting of the Society except ordinary business. Ordinary business at an annual general meeting of the Society is:
 - (i) the adoption of rules of order and the conduct of and voting at the meeting,
 - (ii) the consideration of the financial statements, and the respective reports of the Directors and auditor (if any),
 - (iii) the assumption of office of newly elected Directors,
 - (iv) the appointment of the auditor,
 - (v) any business that is brought under consideration by the report of the Directors, and

- (vi) such other business as by these Bylaws or the *Act* may be transacted at a general meeting of the Society without prior notice being given.

4.2 Quorum for General Meetings

- (a) No business, other than election of a person to chair the meeting and the adjournment or termination of the meeting, may be transacted at any general meeting of the Society at a time when a quorum of Members entitled to attend and vote is not present. Once a quorum has been determined to be present at the commencement of a meeting, a quorum will be deemed to be present throughout the meeting, unless it is determined that a quorum is in fact not present. If at any time during a general meeting it is determined that a quorum is not present, business then in progress must be suspended until a quorum is present or until the meeting is adjourned or terminated.
- (b) Subject to Bylaw 4.6(f), a quorum is a majority of the Directors and Chairs of each Community Council in office.
- (c) If a general meeting is convened upon the requisition of the voting Members of the Society in accordance with Bylaw 3.3 and a quorum is not present within 30 minutes from the time appointed for the meeting, the meeting shall be dissolved. In any other case if a quorum is not present within 30 minutes from the time appointed for the meeting, the meeting shall 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 Directors and Chairs of Community Councils present in person shall constitute a quorum.

4.3 Chair of General Meetings

The President or, if the President is absent, the First Vice-President or, if the First Vice-President is absent, the Second Vice-President, is entitled to preside as chair at every general meeting of the Society. If none of the President, First Vice-President or Second Vice-President is present within fifteen minutes after the time appointed for holding a general meeting or is willing to act as chair, or if the President and the First and Second Vice-Presidents have advised the Secretary that they will not be present at the meeting, the Directors present may choose one of their number to be chair. If all the Directors present decline to take the chair or fail to choose one of their number to be chair, or if no Director is present, the Chairs of the Community Councils present may choose one of their number to be chair.

4.4 Adjourning and Adjourned Meetings

The chair may and must, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. If a meeting is adjourned for more than ten days, notice of the adjourned meeting must be given as in the case of an original meeting. Otherwise, it is not necessary to give any

notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

4.5 Procedure Regarding Resolutions

No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution. In case of an equality of votes, the chair of the meeting is not entitled to a casting or second vote in addition to the vote to which the chair may be entitled as a Member, and the resolution will not pass.

4.6 Voting at General Meetings

- (a) Each Member in good standing who is a Director and each Member in good standing who is a Chair of a Community Council is entitled to one vote.
- (b) The Chair of each Community Council shall exercise his or her vote in accordance with the majority view of his/her Community Council.
- (c) Voting is by show of hands, unless (before or on the declaration of the result of the show of hands) the chair directs or a Member entitled to vote demands a poll (either a standing count or a ballot). The chair must declare to the meeting the decision on every question in accordance with the result of the show of hands or the poll and such decision must be entered in the minutes of the meeting. A declaration by the chair that a resolution has been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minute book of the proceedings of the Society is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (d) A poll may be demanded on any resolution other than on the election of a chair. A poll must be taken immediately. A demand for a poll may be withdrawn. In any dispute as to the admission or rejection of a vote the decision of the chair made in good faith is final and conclusive.
- (e) Voting by proxy is not permitted.
- (f) If the Chair of a Community Council is unable to attend a general meeting, the Community Council in question may, by resolution passed in accordance with Bylaw 9.8(a) appoint another Community Council Member to represent the Community Council at the general meeting and such Member shall be entitled to all the rights and subject to the duties of the Chair of the Community Council during such meeting. Such Member shall be counted for the purposes of establishing a quorum.

4.7 Action by Ordinary Resolution or Special Resolution

Unless the *Act*, the Constitution or these Bylaws otherwise provide, any action to be taken by a resolution at a general meeting of the Society or a Branch or at a meeting of a Regional Council, a Community Council or the Executive Committee may be taken by an ordinary resolution. Actions that may be taken only by special resolution are:

- (a) the removal of any Director pursuant to Bylaw 5.10
- (b) the approval of interested Director contracts or transactions under Bylaw 5.13
- (c) the removal of any Community Council Member pursuant to Bylaw 9.6(c) and (d),
- (d) the amendment of the Constitution or Bylaws pursuant to Bylaw 15.2.

5. DIRECTORS

5.1 Powers of Directors

The Directors must manage, or supervise the management of, the affairs and business of the Society and are authorized to exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of all laws affecting the Society and these Bylaws. Without limiting the generality of the foregoing, the Directors shall establish policies, rules and regulations to carry out the obligations and powers of the Society under the *Act*, including regarding the operation of animal shelters.

5.2 Duties of Directors

In exercising the powers and performing the functions of a Director, each Director must:

- (a) act honestly and in good faith and in the best interests of the Society as a whole, and
- (b) exercise the care, diligence and skill of a reasonably prudent person.

5.3 Who is Authorized to Bind the Society

No Director or any other Member or employee of the Society shall act on behalf of or in the name of the Society or undertake any obligation or enter into any contract on behalf of or in the name of the Society unless the Director, Member or employee has been authorized by resolution of the Board.

5.4 Number of Directors and Structure of Board

The Society will have no fewer than 12 (twelve) and no more than 16 (sixteen) Directors, comprised of the following:

- (a) up to ten (10) Regional Directors comprised of Members elected pursuant to Bylaw 5.6; and
- (b) up to six (6) Directors at Large comprised of Members elected pursuant to Bylaw 5.6.

5.5 Directors Must be Members

A Director must be a Voting Member in good standing for at least 30 days prior to election or appointment or, in the case of election of Directors to assume office at an annual general meeting, prior to the date when nominations close in accordance with Bylaw 5.6(a)(iii) and must maintain his or her status as a Voting Member in good standing, as qualification for his or her office.

5.6 Nomination and Election of Directors

- (a) Each year before the date the Board establishes as the date when the Society will start to receive nominations for the election of Directors to assume office at the next annual general meeting of the Society, the Board shall establish, and shall send to each Director, the Chair of each Community Council and Branch, a schedule setting out:
 - (i) the Regional Director positions and Director at Large positions to be filled;
 - (ii) the first date when the Society will receive written nominations for Directors;
 - (iii) the time and date when nominations are closed, which must be a date that is between two and four weeks after the starting date for making nominations;
 - (iv) the date by which ballots will be available to Members entitled to vote, which must be a date that is not more than two weeks after the date when nominations are closed; and
 - (v) the date by which the Society must receive completed ballots in order for ballots to be counted, which must be a date that is between two and four weeks after the date the ballots are made available. Ballots received after that date shall not be counted.
- (b) Nominations must:
 - (i) be in writing;
 - (ii) specify whether the nomination is for Regional Director or Director at Large and in the case of a Regional Director nomination, include a declaration that the nominee is a resident of that region;

- (iii) state that the person being nominated is a Voting Member in good standing and consents to act as a Director and be signed by that person; and
 - (iv) be signed by at least two Voting Members in good standing who, in the case of a nomination for a Regional Director, are resident in the same region as the nominee.
- (c) Upon the close of nominations for Regional Director, the Chief Executive Officer shall forward to each Community Council a list of eligible candidates for Regional Director, if a vacancy exists in that region, and the Community Council shall, by secret ballot, if necessary, decide which one regional candidate it wishes to support for election to the Board of Directors and the Chair of the Community Council shall cast a single vote, by electronic means, in accordance with such decision.
 - (d) The candidate receiving the highest number of votes in each region shall be elected Regional Director. In the event of a tie, a second round of voting shall take place.
 - (e) Upon the close of nominations for Director at Large, the Chief Executive Officer shall forward to each Director in office at the time of the electoral process and each Community Council a list of eligible candidates for Director at Large.
 - (f) The Community Council shall, by secret ballot, if necessary, decide which candidates it wishes to support for election as Directors at Large and the Chair of the Community Council shall cast a vote for those candidates, by electronic means, in accordance with such decision.
 - (g) The Directors in office at the time of the electoral process shall also each cast a vote, by electronic means, for candidates who are Voting members in good standing as Directors at Large.
 - (h) The candidates receiving the highest number of votes from the Directors in office at the time of the electoral process and the Chairs of the Community Council shall be elected as Directors at Large.
 - (i) In accordance with Bylaw 2.4(a)(vii) the Chair of the Community Council who accepts an election as a Director must first resign as the Chair of the Community Council, and if he or she fails to resign, he or she is deemed to have resigned upon accepting an election as a Director.

5.7 Term of Office of Directors and Eligibility for Re-Election

- (a) The Directors are deemed to retire from office at the termination of the third annual general meeting following their election, subject to clause (b) of this Bylaw. A retiring Director is eligible for re-election except that no person may serve for more than three consecutive terms on the Board.

- (b) Terms of office and the election of Directors shall be arranged so that approximately one-third (1/3) of the Regional Directors referred to in Bylaw 5.4(a) and one-third (1/3) of the Directors at Large referred to in Bylaw 5.4(b) retire from office at each annual general meeting.

5.8 Deemed Election of Directors

- (a) If for any reason the Chairs of a Community Council within a region fail to elect a Regional Director as contemplated in Bylaw 5.6, including if a Regional Director is not elected due to a tie vote, the Directors in office following the annual general meeting at which such Regional Director would have assumed office, or where the election is held to fill a casual vacancy, the Directors in office at that time, shall be entitled to appoint one Voting Member in good standing who is resident in the region to be a Director.
- (b) If for any reason an insufficient number of Directors at Large is elected, the Directors in office following the annual general meeting at which such Directors at Large would have assumed office shall be entitled to appoint up to the number of Voting Members in good standing to be Directors as may be required to make up the number of Directors at Large.
- (c) If there is any dispute in any election of Directors, the determination of the Directors in office following the annual general meeting at which such Directors would normally assume office, or in the case of an election to fill a casual vacancy, the determination of the Directors in office at that time, shall be final.

5.9 Filling Casual Vacancies on the Board

If there is any casual vacancy occurring in the Board:

- (a) in the case of a vacancy among the Regional Directors, the Board shall, at its earliest opportunity, follow the nomination and election process for Regional Directors as set out in Bylaw 5.6 and the Chairs of the Community Councils in the region of the Member whose position has become vacant shall fill the vacancy; and
- (b) in the case of a vacancy among the Directors at Large, the Directors may fill the vacancy.

5.10 Removal and Replacement of Directors

- (a) A Regional Director may be removed from office before the expiration of his or her period of office by special resolution of the Chairs of each Community Council for the region of that Director, who then may by ordinary resolution elect another Voting Member resident in the region to complete his or her term.
- (b) A Director at Large may be removed from office before the expiration of his or her period of office by special resolution of the Directors and Chairs of

Community Councils then in office who then may by ordinary resolution elect another Voting Member to complete his or her term.

- (c) Notwithstanding Bylaw 5.10(a) and (b), any Director who has failed to attend two (2) consecutive meetings without prior notice to and approval of the Board may be removed from office before the expiration of his or her period of office by a two-thirds majority vote of the Directors in office without prior notice to such Member.

5.11 No Invalidity of Actions

No act or proceeding of the Directors is invalid only by reason of there being fewer than the prescribed number of Directors in office, provided that there are sufficient Directors to form a quorum.

5.12 Remuneration of Directors

No Director is entitled to be remunerated for being or acting as a Director but a Director is entitled to be reimbursed for all expenses that the Director necessarily and reasonably incurs while engaged in the affairs of the Society.

5.13 Disclosure of Conflicts of Interest of Directors

Every Director of the Society who:

- (a) is, directly or indirectly, interested in a proposed contract or transaction with the Society; or
- (b) holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as a Director of the Society;

must disclose fully and promptly the fact, nature and extent of the interest or conflict by a notice or statement in writing, which such Director must deliver to each Director of the Society.

5.14 Accountability of Directors

A Director referred to in Bylaw 5.13 must account to the Society for profit made as a consequence of the Society entering or performing the proposed contract or transaction unless:

- (a) the Director discloses the interest as required by Bylaw 5.13,
- (b) after the disclosure the Directors approve the proposed contract or transaction, and
- (c) the Director abstains from voting on the approval of the proposed contract or transaction,

or unless:

- (d) the contract or transaction was reasonable and fair to the Society at the time it was entered into, and
- (e) after full disclosure of the nature and extent of the interest in the contract or transaction, it is approved by special resolution of the Members entitled to vote at a general meeting of the Society.

A Director referred to in Bylaw 5.13 must not be counted in the quorum at a meeting of the Directors at which the proposed contract or transaction is approved.

5.15 Chief Executive Officer

The Board may appoint or remove a Chief Executive Officer. The Board may define the duties, responsibilities, remuneration and privileges of the Chief Executive Officer, who shall take direction from and report to the Board at each meeting of the Board. Without limiting the generality of the foregoing, the Chief Executive Officer shall:

- (a) be responsible for carrying out the day to day administration of the affairs of the Society, including, overseeing the implementation of the policies of the Society as established by the Board from time to time; hiring and suspending or terminating the employment of all employees; coordinating, directing and supervising the activities of all employees in accordance with policy, rules and regulations the Board may establish; and assisting the Community Councils and Regional Councils;
- (b) be responsible for presenting an annual budget for consideration and approval by the Board and implementing the approved budget;
- (c) have custody of the common seal of the Society;
- (d) issue notices of all general meetings of the Society, Directors' meetings and Executive Committee meetings and, upon request, Annual General meetings of Branches;
- (e) administer elections of the Board of Directors;
- (f) have custody of all records and documents of the Society, including the financial records and books of account of the Society;
- (g) maintain a record of all Warrants and their status;
- (h) maintain a register of Members of the Society;
- (i) maintain a current copy of the Constitution and Bylaws of the Society, the Code of Ethics, any policies, rules and regulations of the Society, and the *Act*;
- (j) ensure that the Society makes all reports and filings required under the *Act*.

6. PROCEEDINGS OF DIRECTORS

6.1 Chair of Meetings of Directors

The President or, if the President is absent, the First Vice-President or, if the First Vice-President is absent, the Second Vice-President, is entitled to preside as chair at every meeting of the Directors. If none of the President, First Vice-President or Second Vice-President is present within fifteen minutes of the time appointed for holding the meeting or is willing to act as chair, or if the President and the First and Second Vice-Presidents, have advised the Secretary that they will not be present at the meeting, the Directors present may choose one of their number to be chair of the meeting.

6.2 Regulation of Meetings, Voting and Notice of Meetings Held at Regular Intervals

The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting will be decided by a majority of votes. In case of an equality of votes the chair does not have a second or casting vote and the motion is lost. Meetings of Directors held at regular intervals may be held at such place, at such time and upon such notice (if any) as the Directors may by resolution from time to time determine.

6.3 Meetings by Conference Telephone

A Director may participate in a meeting of the Directors or of any committee of the Directors by means of conference telephone or other communication facilities by means of which all Directors participating in the meeting can hear each other and provided that all such Directors agree to such participation. A Director participating in a meeting in accordance with this Bylaw will be deemed to be present at the meeting and to have so agreed and will be counted in the quorum for the meeting and be entitled to speak and vote at the meeting.

6.4 Calling Meetings and Notice

The President may, and upon the request of four or more Directors must, call a meeting of the Directors at any time. Reasonable notice of such meeting specifying the place, date and time of such meeting must be given to each Director by telephone, or by written notice sent by mail, fax or e-mail to each Director at his or her address as it appears on the books of the Society, or delivered to his or her usual business or residential address. It is not necessary to give notice of a meeting of Directors to any Director:

- (a) who is not at the time in the Province of British Columbia; or
- (b) if the meeting is to be held immediately following a general meeting at which the Director was elected or is the meeting of Directors at which the Director was appointed.

Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Director will not invalidate the proceedings at the meeting.

6.5 Waiver of Notice of Meetings of Directors

Any Director may file with the Chief Executive Officer a document executed by him or her waiving notice of any past, present or future meetings of the Directors being, or required to have been, sent to him or her and may at any time withdraw the waiver with respect to meetings held after the withdrawal. After filing a waiver with respect to future meetings and until the waiver is withdrawn no notice need be given to such Director of any meeting of Directors and all meetings of the Directors so held will be deemed not to be improperly called or constituted by reason of notice not having been given to such Director.

6.6 Quorum for Meetings of Directors

The Directors may fix the quorum necessary for the transaction of the business of the Directors and if the Directors do not fix the quorum, quorum will be a majority of Directors then in office.

6.7 Actions During a Vacancy

The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed pursuant to these Bylaws as the necessary quorum of Directors, the continuing Directors may act for the purpose of summoning a general meeting of the Society, but for no other purpose.

6.8 Validity of Acts of Directors

All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, is, notwithstanding that afterwards it is discovered that there was some defect in the qualification, election or appointment of any such Directors or of the Members of such committee or person acting as a Director, or that they or any of them were disqualified, as valid as if every such person had been duly elected or appointed and was qualified to be a Director.

6.9 Resolutions in Writing

A resolution consented to in writing that all of the Directors have signed is as valid and effectual as if it had been passed at a meeting of the Directors duly called and held. Such resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such a resolution must be filed with the minutes of the proceedings of the Directors and will be effective on the date the last Director signed it or on any later date specified in the resolution.

6.10 Committees of Directors

The Directors may by resolution appoint one or more committees consisting in whole or in part of such Directors and/or Members in good standing as they think fit. Unless the Directors otherwise resolve, any committee appointed under this Bylaw is advisory only. The Directors may not delegate to any committee the power to fill vacancies in the Board,

or the power to appoint or remove Officers appointed by the Directors. All committees so appointed must keep regular minutes of their transactions, must cause the minutes to be recorded in books kept for that purpose, must submit the minutes to the Directors and must report to the Directors at such times as the Directors may from time to time require. Committees shall establish their Terms of Reference and shall submit such Terms of Reference for Board approval relating to the conduct of their business and may appoint such assistants as they consider necessary.

6.11 Proceedings of Committees

Any committee may meet and adjourn as it thinks proper. A majority of Members of a committee constitutes a quorum. Questions arising at any meeting will be determined by a majority of votes of Members of the committee present, and in case of an equality of votes the chair does not have a second or casting vote. A resolution in writing that all Members of the committee have signed is as valid and effective as if it had been passed at a meeting of such committee duly called and held. Such resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such resolution must be filed with the minutes of the proceedings of the committee and will be effective on the date the last committee Member signed it, or on any later date specified in the resolution.

7. OFFICERS

7.1 Election of Officers

The Officers of the Society are the President, the First Vice-President, the Second Vice-President, and the Secretary-Treasurer. Each Officer shall hold office until the termination of the annual general meeting of the Society following his or her election. The Directors shall elect the Officers from among their number at the first meeting of the Directors following the annual general meeting of the Society. A person must be a Director to be an Officer.

7.2 Duties of Officers

- (a) **President** – The President is entitled to preside at all meetings of the Society, of the Directors and of the Executive Committee, is the official spokesperson of the Society, is an *ex officio* Member of every committee of the Society and supervises the other Officers in the execution of their duties.
- (b) **First Vice-President** – The First Vice-President, carries out the duties of the President if the President is absent or at the request of the President, including attending at committee meetings in place of the President at the request of the President, and carries out such other duties as the Board or the Executive Committee may request.
- (c) **Second Vice-President** – The Second Vice-President carries out the duties of the President if the President and the First Vice-President are absent or at the request of the President, including attending at committee meetings in place of the

President at the request of the President, carries out the duties of the First Vice-President if the First Vice-President is absent, and carries out such other duties as the Board or the Executive Committee may request.

- (d) **Secretary-Treasurer** – The Secretary-Treasurer:
- (i) ensures that minutes of general meetings, Directors' meetings and Executive Committee meetings are taken;
 - (ii) ensures that financial records, including books of account, of the Society are maintained;
 - (iii) provides financial statements to the Directors, Members and others when required; and
 - (iv) carries out such other duties as the Board or the Executive Committee may request.

7.3 **Remuneration of Officers**

No Officer is entitled to be remunerated for being or acting as an Officer but an Officer is entitled to be reimbursed for all expenses that the Officer necessarily and reasonably incurs while engaged in the affairs of the Society.

8. **EXECUTIVE COMMITTEE**

8.1 **Composition**

The Executive Committee shall consist of the Officers and no more than two additional Directors, (including the immediate past President, where applicable), elected by the Board at the first meeting of the Board following the Annual General Meeting of the Society. The immediate past President shall be a member of the Executive Committee for a maximum term of one year, provided that he or she remains a Director.

8.2 **Powers and Duties**

The Executive Committee may exercise all the powers and functions of the Board between meetings of the Board, subject only to any restrictions that the Board may impose upon it. At each meeting of the Board, the Executive Committee shall report on any action the Executive Committee has taken since the previous meeting of the Board.

8.3 **Proceedings of Executive Committee**

The Executive Committee may meet and adjourn as it thinks proper. A majority of the Members of the Executive Committee constitutes a quorum. Questions arising at any meeting will be determined by a majority of votes of Members of the Executive Committee present, and in case of an equality of votes the chair does not have a second or casting vote. A resolution in writing that all Members of the Executive Committee have

signed is as valid and effective as if it had been passed at a meeting of the Executive Committee duly called and held. Such resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such resolution must be filed with the minutes of the proceedings of the Executive Committee and will be effective on the date the last Executive Committee Member signed it, or on any later date specified in the resolution.

9. BRANCHES AND COMMUNITY COUNCILS

9.1 Continuation of Existing Branches

The Branches of the Society are continued, with the duties set out in these Bylaws, subject to the *Act* and these Bylaws.

9.2 Formation of Branches

The Board may form and establish Branches in its discretion anywhere in British Columbia by a Warrant issued under the seal of the Society. The Warrant must state the name of the Branch and the geographic area or boundaries of the Branch. The Chief Executive Officer must keep a record of all Warrants that are issued. The Board may amend any Warrant of any Branch at any time.

9.3 Duties of Branches

Every Branch must uphold the Constitution and comply with these Bylaws and the Code of Ethics and an undertaking to do so shall be included in every Warrant.

9.4 Suspension and Dissolution of Branches

- (a) A Branch may, by resolution of its Community Council or by resolution of the voting Members assigned to that Branch, voluntarily suspend or surrender its Warrant.
- (b) The Board may cancel or suspend the Warrant of any Branch by a resolution passed at a meeting of the Directors by a two thirds (2/3) vote of all Directors in office. The notice of the meeting of Directors at which the resolution for suspension or cancellation will be considered must include a statement of the reason or reasons for the proposed suspension or cancellation and a copy of the statement must be provided to the Community Council whose Branch is the subject of the proposed resolution. The Community Council whose Branch is the subject of the proposed resolution must be given an opportunity to be heard at the meeting of Directors before the resolution for cancellation is put to a vote.
- (c) If the Warrant of a Branch is cancelled, the Branch is automatically dissolved, the Community Council of that Branch is automatically terminated and, unless the Board otherwise determines, any Member of the Community Council who is on a Regional Council immediately ceases to hold that office. Members of the Branch will be re-assigned to the nearest Branch operating in the region.

9.5 **Branch Meetings**

- (a) Any general meeting of a Branch other than an annual general meeting is an extraordinary general meeting.
- (b) The Society must hold an annual general meeting of the Members assigned to each Branch no later than the end of March in every calendar year. At the annual general meeting of a Branch, the Voting Members shall elect Members of the Community Council for that Branch, in accordance with Bylaw 9.6(a).
- (c) The Directors may, whenever they think fit, convene an extraordinary general meeting of a Branch. The Directors must convene an extraordinary general meeting of a Branch without delay if the Directors receive a requisition signed by 10% (ten per cent) of the voting Members assigned to that Branch that states the purpose of the meeting.
- (d) The Chair of the Community Council, or upon request from the Branch, the Chief Executive Officer, shall give not less than 21 days' notice of a general meeting of a Branch, provided that all voting Members entitled to attend at the meeting may reduce or waive such notice requirement. Notice of a general meeting of a Branch must specify the place, day and time of the meeting and the purpose of the meeting and shall be given to the Members assigned to that Branch who are entitled to receive notice in accordance with Bylaw 2.4 and Bylaw 14.2.

9.6 **Community Councils – Composition**

- (a) Each Branch shall have a Community Council comprised of not less than three (3) and not more than ten (10) Voting Members who have been assigned to the Branch and who have been elected by the Voting Members of the Society assigned to the Branch.
- (b) Community Council members are deemed to retire from office at the termination of the second annual general meeting of the branch following their election, subject to clause (c) of this Bylaw.
- (c) Terms of office and the election of Community Council members shall be arranged so that approximately one half of the Community Council members retire from office at each annual general meeting.
- (d) At the first meeting of the Members of a Community Council immediately following the annual general meeting of the Branch, the Members of the Community Council shall elect a Chair from among their number. The Chair of each Community Council shall be the official representative of the Branch and shall act and/or vote in accordance with the majority view on that Community Council.
- (e) The Chair of a Community Council may be removed as Chair before the expiration of his or her period of office by special resolution of the Members of

his or her Community Council, who may then by ordinary resolution elect another Member of the Community Council to complete his or her term.

- (f) A Member of a Community Council including a Chair may be removed from office before the expiration of his or her period of office only by special resolution of the Voting Members of the Society assigned to that Community Council's Branch, who then may by ordinary resolution elect another such Voting Member to complete his or her term.
- (g) Notwithstanding Bylaw 9.6(d), any Community Council Member who has failed to attend two (2) consecutive meetings without prior notice to and approval of the Community Council may be removed from office before the expiration of his or her period of office by a two-thirds (2/3) majority vote of the Community Council Members in office without prior notice to such Community Council Members and such Member shall not be eligible for re-election.
- (h) In accordance with Bylaw 2.4(a)(vii) a Director who accepts an election as the Chair of the Community Council must first resign as a Director and if he or she fails to resign as a Director, he or she is deemed to have resigned upon accepting an election as the Chair of a Community Council.

9.7 Duties of Community Councils

The duties of a Community Council include the following:

- (a) elect one of its Members to chair the Community Council
- (b) fundraise in the area of its Branch;
- (c) build relationships with the community of the Branch;
- (d) generate volunteers;
- (e) provide advice to the Branch staff on the implementation of Society policies;
- (f) provide advice and assistance to its Regional Council;
- (g) provide advice and assistance to the Board;
- (h) provide advice on facility planning and delivery of the services of the Society at the Branch;
- (i) provide advice on budgets of the Branch; and
- (j) promote Membership in the Society and monitor the register of Society Members assigned to the Branch.

9.8 Duties of the Chair of the Community Council

The duties of the Chair of a Community Council include the following:

- (a) to represent the Branch at meetings of the Regional Council in accordance with Bylaw 10.2; and
- (b) to vote at general meetings in accordance with the direction of his or her Community Council.

9.9 Meetings of Community Councils.

- (a) A Community Council may meet and adjourn as it thinks proper. Quorum for any meeting of a Community Council is a majority of the Members of the Community Council then in office. Questions arising at any meeting will be determined by a majority of votes of Members of the Community Council present, and in case of an equality of votes the chair does not have a second or casting vote and the resolution shall be lost. A resolution in writing that all Members of the Community Council have signed is as valid and effective as if it had been passed at a meeting duly called and held. Such resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such resolution must be filed with the minutes of the proceedings of the Community Council and will be effective on the date the last Community Council Member signed it, or on any later date specified in the resolution.
- (b) Community Councils must keep regular minutes of their transactions, must cause the minutes to be recorded in books kept for that purpose and must submit the minutes to the Directors and must report to the Directors at such times as the Directors may from time to time require.

9.10 Filling vacancies on the Community Council.

If a vacancy occurs on a Community Council, whether by death, resignation or removal, the vacancy shall be filled by the Members of the Community Council in office at the time from among the Voting Members in good standing who have been assigned to the Branch.

10. REGIONS AND REGIONAL COUNCILS

10.1 Regions

The Province is divided into four governance regions and each Branch is allocated to a particular region. Subsequent changes to governance regions will require a simple majority of the votes cast in person by those Members entitled to vote at a general meeting.

10.2 Regional Councils - Composition

- (a) There shall be a Regional Council for each region referred to in Bylaw 10.1, comprised of:
 - (i) the Chair of the Community Council of each Branch within that region; and
 - (ii) the Regional Director for that region elected in accordance with Bylaw 5.6.
- (b) Community Council Members from the region may attend meetings of the Regional Council at the invitation of the Regional Council.
- (c) At the first Regional Council meeting after the annual Branch meeting each year, the Regional Council shall elect a chair from among their number.

10.3 Duties of Regional Councils

The duties of a Regional Council include the following:

- (a) foster good relations between Branches in its region;
- (b) provide advice on volunteer development in its region to the staff and Community Council of Branches in its region and to the Board;
- (c) provide advice and assistance on special event planning in its region;
- (d) provide advice and assistance to any Community Council in its region at the request of such Community Council;
- (e) provide advice and assistance to the Board.

10.4 Meetings of Regional Councils

A Regional Council may meet and adjourn as it thinks proper. Quorum for meetings of a Regional Council is a majority of the Members of the Regional Council then in office. Questions arising at any meeting will be determined by a majority of votes of Members of the Regional Council present, and in case of an equality of votes the chair does not have a second or casting vote. A resolution in writing that all Members of the Regional Council

have signed is as valid and effective as if it had been passed at a meeting duly called and held. Such resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such resolution must be filed with the minutes of the proceedings of the Regional Council and will be effective on the date the last Regional Council Member signed it, or on any later date specified in the resolution.

11. SEAL

11.1 General

The Directors may provide for a common seal for the Society and may from time to time destroy it and substitute a new seal in its place.

11.2 Affixing the Seal

The common seal for the Society must not be affixed except in the presence of any two Directors or such person or persons as the Directors may from time to time by resolution appoint, who must sign such instrument. For the purpose of certifying under seal true copies of any document or resolution the seal may be affixed in the presence of any one of the foregoing persons.

12. FINANCIAL MATTERS

12.1 Legacies, Bequests, Donations and Gifts

The Society shall receive all legacies, bequests, donations and gifts made to the Society or any Branch. The Society shall respect the wishes of any person making the legacy, bequest, donation or gift to the Society or any Branch who expresses an intention or direction as to the use of such legacy, bequest, donation or gift.

12.2 Issuance of Charitable Receipts

Only persons who have been authorized by the Directors may issue any official receipt under the name of the Society in respect of legacies, bequests, donations or gifts received by the Society.

12.3 Investment

Funds not immediately required for the operations of the Society may be invested in insured deposits in any chartered bank, trust company or credit union, or in those securities in which life insurance companies are authorized to invest, except that the Society shall not be required to realize any investment received as a legacy, bequest, donation or gift that is not of a type authorized under this Bylaw.

12.4 Power to Borrow

The Directors may from time to time on behalf of the Society:

- (a) borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as they think fit;
- (b) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Society or any other person; and
- (c) mortgage, charge, or give other security on the undertaking, or on the whole or any part of the property and assets, of the Society (both present and future).

12.5 Real Estate

All real property received or acquired by the Society shall be registered in the name of the Society.

13. INDEMNITY AND PROTECTION OF DIRECTORS AND OFFICERS

13.1 Requirement to Indemnify

The Society shall indemnify and hold harmless every person who has been, is now, or is in the future a Director or Officer of the Society and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, that he, she or they actually and reasonably incur in a civil, criminal or administrative action or proceeding to which he or she is or they are made a party by reason of being or having been a Director or Officer of the Society, including an action brought by the Society if:

- (a) he or she acted honestly and in good faith with a view to the best interests of the Society, and
- (b) in the case of a criminal or administrative action or proceeding, he or she had reasonable grounds for believing his or her conduct was lawful.

13.2 Advances on Undertaking

In the discretion of the Directors, the Society may advance the amount of any expenses incurred with respect to any claim, action, suit or proceeding prior to its final disposition upon receipt of an undertaking, that the Directors find to be satisfactory in form and amount, by or on behalf of the recipient to repay the amount advanced unless it is ultimately determined that the recipient is entitled to indemnification under this Part.

13.3 Obligation of Society to Apply for Court Approval

The Society shall apply to the Supreme Court of British Columbia for any approval of the Supreme Court of British Columbia that may be required to make the indemnities in this Part effective and enforceable.

13.4 Deemed Contract of Indemnification

Each Director and Officer of the Society on being elected is deemed to have contracted with the Society on the terms of the indemnities in this Part. These indemnities shall continue in effect with regard to actions arising out of the term each Director or Officer of the Society held such office or position, even if he or she no longer continues to hold that office or position.

13.5 Insurance

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 or any other entity, his or her heirs and personal representatives, against any liability incurred by him or her as such Director or Officer and Bylaws 5.13 and 5.14 will not apply to the purchase or maintenance of that insurance.

13.6 No Liability When Acting in Good Faith

The Members shall not hold the Directors, the Chairs of Community Councils, the Chief Executive Officer or any Member acting on their behalf individually or collectively liable for decisions and/or actions taken in good faith on behalf of the Society.

14. NOTICE TO MEMBERS

14.1 Who is Entitled to Receive Notices

Notice of every general meeting of the Society must be given to every Member who is entitled to vote on the day notice is given and to the auditor if one is required. No other person is entitled to receive notice of general meetings.

14.2 How to Give Notice

Sufficient notice shall be considered to have been given in any of the following circumstances:

- (i) personal delivery;
- (ii) mail delivery;
- (iii) electronic mail;
- (iv) or in the case of a annual general meeting of a Branch, publication of a notice in community newspapers and at the Branches of the Society.

14.3 Giving Notice by Mail

If a notice is sent by mail, delivery of the notice will be deemed to be effected by properly addressing, prepaying and mailing the notice and the notice will be deemed to have been given on the day, Saturdays, Sundays and holidays excepted, following the date of

mailing. A certificate signed by the Secretary or other Officer of the Society or of any other entity acting in that behalf for the Society that the letter, envelope or wrapper containing the notice, statement or report was so addressed, prepaid and mailed will be conclusive evidence thereof.

15. CONSTITUTION AND BYLAWS

15.1 Members are Entitled to a Copy of the Constitution and Bylaws

On being admitted to Membership, on request, a Member is entitled to, and the Society must provide the Member with, a copy of the Constitution and Bylaws of the Society free of charge or, if the Directors so resolve, on payment of an amount set by the Directors to help cover production and distribution costs of the Constitution and Bylaws.

15.2 Amending the Constitution and Bylaws

The Constitution and the Bylaws may be amended only by a special resolution passed by the Directors and the Chairs of each Community Council then in office.