

# **BC SPCA**

**The British Columbia Society for the Prevention of Cruelty to Animals**

## ***BC SPCA***

### ***Constitution and Bylaws***

**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 April 7, 2023 by way of duly approved resolutions approved by the voting members in accordance with the Bylaws then in effect.

DATED this April 7, 2023.

A handwritten signature in cursive script that reads "Craig J. Daniell". The signature is written in black ink and is positioned above the printed name and title.

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) “Board Resolution” means
    - A. A resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors who, being entitled to do so, vote in person at a duly constituted meeting of the Board or by Electronic Means in accordance with these Bylaws; or
    - B. A resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board;
  - (iv) “Branch” means a Branch of the Society formed and established under Part 8 of these Bylaws and the Act;
  - (v) “Chief Executive Officer” means the chief executive officer of the Society appointed pursuant to Bylaw 5.16;
  - (vi) “Code of Ethics” means the code of ethics that the Board may adopt from time to time;
  - (vii) “Community Council” means the Community Council of a Branch as established under Part 8 of these Bylaws;
  - (viii) “Directors” means the Directors of the Society for the time being, elected or appointed pursuant to these Bylaws;
  - (ix) “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:

- A. In relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
  - B. 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;
- (x) “Member” means a Member of the Society in accordance with these Bylaws and includes both voting and non-voting Members;
  - (xi) “Officer” means an officer of the Society elected pursuant to these Bylaws;
  - (xii) “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 Electronic Means in accordance with these Bylaws, a resolution passed by a simple majority of the votes cast in respect of that resolution by the Members entitled to vote;
  - (xiii) “Regional Council” means a Regional Council established by the Directors pursuant to these Bylaws;
  - (xiv) “majority” or “simple majority” means the nearest whole number greater than 50%;
  - (xv) “Society” means The British Columbia Society for the Prevention of Cruelty to Animals; and
  - (xvi) “Special Resolution” means a resolution of which not less than 21 days’ notice specifying the intention to propose the Special Resolution has been provided to all voting Members, and which is passed by not less than two-thirds (2/3) of the votes of those voting Members who, being entitled to do so, vote in person, or by Electronic Means in accordance with these Bylaws;
- (b) The definitions in the Act apply to these Bylaws.

## **1.2 Number and Gender**

In these Bylaws:

- (a) a word defined in the plural form includes the singular and vice-versa; and
- (b) the gender neutral pronouns “they”, “them” and “their” are used throughout these Bylaws to refer inclusively to all genders and gender-identities.

## **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 Classes of Membership**

There is one class of voting membership and one class of non-voting membership in the Society.

An individual is eligible and may be accepted as a voting Member if they are:

- (a) 19 years of age or older;
- (b) ordinarily resident in the Province of British Columbia;
- (c) agree to abide by the Society's Code of Ethics, as approved by the Board;
- (d) not an employee, or an immediate family member of an employee of the Society; and
- (e) meet such additional criteria as may be established by the Board and in effect from time to time.

An individual is eligible and may be accepted as a non-voting Member if they agree to abide by the Society's Code of Ethics and meets such additional criteria as may be established by the Board in effect from time to time.

## **2.3 Application and Acceptance**

An eligible individual may apply to the Board in writing to become a Member and on acceptance by the Board will be a Member in the appropriate class as designated by the Board. An application for membership must include:

- (a) confirmation of eligibility;
- (b) the payment of applicable membership dues and fees, if any; and
- (c) a signed copy confirming the applicant agrees to uphold the Constitution and comply with these Bylaws and the Code of Ethics.

The Board may, by Board Resolution, accept, postpone or refuse an application for membership. An individual becomes a Member on the date of the Board Resolution accepting such individual's application or such later date as specified therein. On acceptance, the Board will assign each Member to a governance region pursuant to Bylaw 9.1 and to the Branch operating in the area of the Member's address or in the area nearest to the Member's address.

## **2.4 Duties of Members**

Every Member must:

- (a) pay the applicable dues and fees as and when established pursuant to these Bylaws;
- (b) ensure that their contact information on file with the Society is kept up to date, and promptly notify the Society of any change to the Member's contact information, including mailing address and electronic mail address; and

- (c) 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.

## **2.5 Rights and Privileges of Members**

A Member in good standing has the following rights and privileges of membership, by class:

### Voting Member:

- (a) to receive notice of, and to attend, all general meetings and Regional Council meetings in their region;
- (b) to make motions at a general meeting and Regional Council meetings and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to exercise a vote on matters for determination at general meetings or Regional Council meetings or otherwise by decision of the voting Members;
- (d) to exercise a vote for the election of Directors within the voting Member's region pursuant to Bylaw 5.6;
- (e) may stand for election or appointment as a Director, if qualified in accordance with these Bylaws;
- (f) may request to inspect the membership register only for the purpose of:
  - (i) the requisitioning of a general meeting pursuant to Bylaw 3.3;
  - (ii) the submission of a proposal pursuant to Bylaw 2.10;
  - (iii) an effort to influence the voting of Members prior to an upcoming vote;
- (g) notwithstanding (f) above, the Board, by Board Resolution, may refuse the request to inspect the membership register if the Board is of the opinion that it would be harmful to the Society or to the interests of one or more of its Members to permit such inspection.

### Non-Voting Member:

- (a) to receive notice of, and to attend, all general meetings, as well as Regional Council meetings in their region; and
- (b) to speak in debate on motions under consideration in accordance with such rules of order as may be adopted or otherwise as permitted by the voting Members.

A Member who is not currently in good standing has the right to receive notice of, and to attend, all general meetings and Regional Council meetings in their region, but is suspended from all other rights and privileges described above for so long as they remain not in good standing.

## **2.6 Membership Dues**

The Directors may determine from time to time the amount of the Membership dues and fees payable by Members along with the dates such dues or fees are payable. Furthermore, the Board may, in its sole discretion:



- (a) set different dues or fees for each class of membership; and
- (b) waive payment of dues or fees in cases of hardship or other appropriate circumstances.

## **2.7 Cessation of Membership**

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

- (a) on delivery of their resignation in writing to the address of the Society by mail, courier, electronic mail or fax; or
- (b) on determination by the Society that the Member has not maintained contact information on file with the Society, and where the Society has, despite its reasonable efforts, been unable to contact the Member in the past five (5) years;
- (c) on their death; or
- (d) on the cancellation of the Membership under Bylaw 2.8; or
- (e) on having been a Member not in good standing, pursuant to Bylaw 2.9, for three consecutive calendar months.

## **2.8 Cancellation of Membership**

The Directors may cancel the Membership of a Member by a resolution passed at a meeting of the Directors by not less than two-thirds (2/3) of the 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 whose Membership is the subject of the proposed resolution. The person 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.

## **2.9 Good Standing**

All Members are in good standing except a Member who has failed to pay the applicable Membership dues and or fees when such are payable and a Member is not in good standing so long as such amount remains unpaid.

## **2.10 Members Proposals**

A voting Member may send to the Society a notice of a proposal, including a matter for discussion or a resolution that certain voting Members wish to have considered at an annual general meeting. The proposal must:

- (a) include the proposal and a brief statement in support of the proposal, which statement may not exceed the word limit established by the Board;
- (b) contain the names of, and be signed by, not fewer than five percent (5%) of the current total number of voting Members;
- (c) be received by the Society at least seven (7) full days before notice of the annual general meeting is sent by the Society.

The Board may, by Board Resolution, establish additional requirements for, and rules for the deliberation of members' proposals, including but not limited to the length of statements and the frequency for considering the same or substantially similar proposals.

### **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 Society will convene an extraordinary general meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- (a) at the call of the Chair;
- (b) when resolved by Board Resolution;
- (c) when a meeting is requisitioned by written notice which:
  - (i) includes the proposed business of the meeting; and
  - (ii) sets out the names of, and is signed by, at least ten percent (10%) of the current total number of voting Members.

Upon receipt of such requisition, the Society must provide notice to all Members of an extraordinary general meeting to be held within sixty (60) days of the date of receipt.

#### **3.4 Notice of General Meetings**

- (a) The Society will, in accordance with Bylaws 13.1 and 13.2, provide notice of every general meeting to each Member not less than twenty-one (21) days prior to the date of the general meeting.
- (b) Notice of a general meeting of the Society must specify the place, day and time of the meeting, as well as any Special Resolutions to be considered at that meeting and Members proposals submitted in accordance with section 2.10.
- (c) If the Board has decided to hold a general meeting with participation by Electronic Means, the notice of that meeting must inform Members how they may participate by Electronic Means.
- (d) Accidental omission to give notice of a general meeting to or the non-receipt of notice of a general meeting by any Member will not invalidate the proceedings of that meeting.

#### **3.5 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 Quorum for General Meetings**

- (a) A quorum at a general meeting is fifty (50) voting Members present in person, or if permitted, by Electronic Means.
- (b) No business other than the 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 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 not present or until the meeting is adjourned or terminated.
- (c) If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting will be terminated and may be called again in accordance with Bylaw 3.3.

### **4.2 Chair of General Meetings**

The Chair or, if the Chair is absent, the Vice-Chair, is entitled to preside as chairperson at every general meeting of the Society. If neither of the Chair and the Vice-Chair is present within fifteen minutes after the time appointed for holding a general meeting or is willing to act as chairperson, or if the Chair and the Vice-Chair have advised the Secretary that they will not be present at the meeting, the Directors present at the meeting may choose one of themselves to preside as chairperson for that meeting. If all the Directors present decline to take the chair or fail to choose one of their number to preside as chair, or if no Director is present, the voting Members present may choose one of themselves to preside as chairperson.

### **4.3 Adjourning and Adjourned Meetings**

The chairperson 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.

### **4.4 Electronic Participation in General Meetings**

The Board may, by Board Resolution, decide, in its discretion, to hold any general meeting in whole or in part by Electronic Means.

When a general meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by Electronic Means are deemed to be present at the general 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 voting Member in good standing is entitled to one vote on all matters for decision at a general meeting.
- (b) Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:
  - (i) by show of hands or voting cards;
  - (ii) by written ballot; or
  - (iii) by vote conducted by Electronic Means.
- (c) The chair must declare to the meeting the decision on every question in accordance with the result of the vote, (however it was conducted) 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.

#### **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 at a meeting of a Regional Council, or the Executive Committee will 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 5.11(a);
- (b) the approval of interested Director contracts or transactions under Bylaw 5.14;
- (c) the amendment of the Constitution or Bylaws pursuant to Bylaw 14.2.

#### **4.8 Referendum Vote**

The Board may, in its sole discretion, conduct a vote of the voting Members via referendum conducted outside a general meeting, to be conducted by Electronic Means, provided in each case that the Society provides written notice of a referendum vote to each voting Member in good

standing on the date the notice is sent. The written notice of a referendum vote must include the following information:

- (a) the text of the resolutions to be voted on;
- (b) instructions on how a voting Member may cast a vote; and
- (c) the date on which polls will be open for casting a vote, and the date and time on which polls will be closed, which closing date must be no less than fourteen (14) days after polls are opened.

Written notice of a referendum vote must be provided to all voting Members not less than twenty-one (21) days prior to the date on which polls will be open to cast a vote.

## **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 up to eleven (11) Directors, comprised of the following:

- (a) Eight (8) Regional Directors, two from each of the four governance regions, established pursuant to Bylaw 9.1 comprised of voting Members elected pursuant to Bylaw 5.6; and
- (b) Up to three (3) Directors comprised of voting Members appointed pursuant to Bylaw 5.7.

### **5.5 Qualifications of Directors**

In order to be eligible to be nominated, elected or appointed to serve (or continue to serve) as a

Director, a person:

- (a) must be 19 years of age or older;
- (b) 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, 21 days prior to the date when nominations close in accordance with Bylaw 5.6(a)(iii) and must maintain their status as a voting Member in good standing, as qualification for their office;
- (c) must not have been found, by a court in Canada or elsewhere, to be incapable of managing their own affairs;
- (d) must not be an undischarged bankrupt;
- (e) must not have been convicted in Canada or elsewhere of any offence involving fraud or cruelty to animals.

A person who ceases to be eligible according to the foregoing requirements is deemed to have resigned from their position as a Director.

## **5.6 Nomination and Election of Directors**

- (a) Each year before the annual general meeting of the Society, the Board shall establish, and shall send to each voting Member, a schedule setting out:
  - (i) the Regional Director positions to be filled;
  - (ii) the first date when the Society will receive written nominations for Regional Directors;
  - (iii) the time and date when nominations are closed, which must be a date that is no less than four weeks after the starting date for making nominations;
  - (iv) the date by which ballots will be available to voting Members entitled to vote, which must be a date that is not less than three weeks and not more than five 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 no less than 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 and comply with the procedures for elections established from time to time by the Board;
  - (ii) in the case of a Regional Director nomination, include a declaration that the nominee is a resident of that region;

- (iii) include a declaration 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 are resident in the same region as the nominee.
- (c) Upon the close of nominations for Regional Director,
- (i) if there is a single eligible and duly nominated candidate for a particular position, or if the number of eligible and duly nominated candidates is less than or equal to the number of available positions for election, each such candidate is elected by acclamation and no vote will be required; and
  - (ii) if there are more than one eligible and duly nominated candidates for a particular position, or if the number of eligible and duly nominated candidates is greater than the number of available positions for election, the Chief Executive Officer shall forward to each voting Member in each region, if a vacancy exists in that region, a list of the eligible and duly nominated candidates for Regional Director in that region, and the voting Members in that region shall elect, by secret ballot, one of the duly nominated and eligible candidates to serve as a Regional Director; and

The candidate receiving the highest number of votes in each region shall be elected Regional Director. In the event of a tie, additional rounds of voting shall take place, removing the candidate receiving the lowest number of votes, if applicable.

#### **5.7 Appointment of Directors**

The Board may, from time to time by a resolution approved at a meeting of the Directors by not less than two-thirds (2/3) of the Directors in office, appoint as a Director a voting Member, qualified in accordance with Bylaw 5.5 who has expertise, skills or knowledge that is beneficial to the Board or to the Society (as determined by the Board), provided that no more than three (3) such appointed Directors may be appointed to office at any one time.

An appointed Director will take office as of the date of the resolution, or such later date as may be specified therein.

#### **5.8 Term of Office of Directors and Term Limits**

- (a) The term of office of Directors, including elected and appointed Directors, will normally be three (3) years. However, the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than three (3) years, the length of such term to be determined by the Directors in their discretion.
- (b) Directors may be elected or appointed for up to six (6) consecutive years, by any combination of terms. A person who has served as a Director for six (6) consecutive years may not be re-elected or re-appointed for at least three (3) years following the expiry of their latest term.
- (c) Elected Directors are deemed to retire from office at the termination of the third annual general meeting following their election, subject to Bylaw 5.8 (a) above.

## **5.9 Transition of Board and Director Terms**

- (a) Notwithstanding Bylaw 5.4, the Board may consist of up to 14 Directors for a period not to exceed the conclusion of the AGM held in the 3rd year after these bylaws come into effect.
- (b) Each person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which they were elected, unless they otherwise cease to be a Director in accordance with these Bylaws.
- (c) Any previous terms served by Directors prior to these Bylaws coming into force will be counted towards the term limits set out in Bylaw 5.8 above.

## **5.10 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 voting Members 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 appointed Directors, the Directors may fill the vacancy in accordance with Bylaw 5.7.

## **5.11 Removal and Replacement of Directors**

- (a) A Regional Director may be removed from office before the expiration of their period of office by Special Resolution of the voting Members for the region of that Director. The Board shall follow the nomination and election process for Regional Directors as set out in Bylaw 5.6 to fill the vacancy.
- (b) An appointed Director may be removed from office before the expiration of their period of office by a board resolution at a meeting of the Directors by not less than two-thirds (2/3) of the Directors in office.

## **5.12 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.

## **5.13 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.

## **5.14 Disclosure of Conflicts of Interest of Directors**

A Director who knows or who reasonably ought to know that they have a direct or indirect interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:



- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of their interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent them self from the meeting or portion thereof:
  - (i) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
  - (ii) in any case, during the vote on the contract, transaction or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

**5.15 Accountability of Directors**

A Director referred to in Bylaw 5.14 must account to the Society for remuneration or benefit received as a consequence of the Society entering or performing the proposed contract or transaction unless:

- (a) the Director complies in all respects with the requirements of Bylaw 5.14 and the Board approves the contract or transaction; or,
- (b) the contract or transaction is reasonable and, after full disclosure of the nature and extent of the interest in the contract or transaction, it is approved by Special Resolution.

**5.16 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 and Regional Council meetings of the Society;
- (e) administer elections of Directors and referendum votes;
- (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 register of Members of the Society;
- (h) 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;
- (i) 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 Chair or, if the Chair is absent, the Vice-Chair, is entitled to preside as chairperson at every meeting of the Directors. If neither of the Chair and the Vice-Chair is present within fifteen minutes of the time appointed for holding the meeting or is willing to act as chairperson, or if the Chair and the Vice-Chair have advised the Secretary that they will not be present at the meeting, the Directors present may choose one of themselves to preside as chairperson 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 Participation by Electronic Means**

If a meeting of the Board will permit participation by Electronic Means, the notice of that meeting must inform Directors and other participants (if any) that they may participate by Electronic Means.

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means.

When a meeting of the Board is conducted by Electronic Means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

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**

At least two (2) days notice will be sent to each Director of a board meeting.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary-Treasurer.

For the purposes of the first meeting of the Board immediately following the election of a Director or Directors conducted at a general meeting, or for the purposes of a meeting of the

Board at which a Director is appointed, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

If a meeting of the Board will permit participation by Electronic Means, the notice of that meeting must inform Directors and other participants (if any) that they may participate by Electronic Means.

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 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.

**6.6 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.

**6.7 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.

**6.8 Second Not Required**

No resolution proposed at a meeting of Directors or a meeting of a committee of Directors need be seconded and the Chair of a meeting may move or propose a resolution.

**6.9 Resolutions in Writing**

A Board Resolution signed by two-thirds of the Directors in office 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 Board 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 Chair, the Vice-Chair, and the Treasurer. Each Officer shall hold office until the termination of the annual general meeting of the Society following their 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) Chair – The Chair is entitled to preside at all meetings of the Society and the Directors, is the official spokesperson of the Society, is an ex officio Member of every committee of the Society and supervises the other Officers and Directors in the execution of their duties.
- (b) Vice-Chair – The Vice Chair carries out the duties of the Chair if the Chair is absent or at the request of the Chair, including attending at committee meetings in place of the Chair at the request of the Chair, and carries out such other duties as the Board may request.
- (c) Treasurer – The Treasurer is responsible to ensure that financial records, including books of account, of the Society are maintained, and that financial statements are prepared and provided as and when required.

#### **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. BRANCHES AND COMMUNITY COUNCILS**

#### **8.1 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.

## **8.2 Formation of Branches**

The Board by means of a Board Resolution, may form and establish Branches in its discretion anywhere in British Columbia. .

## **8.3 Duties of Branches**

Every Branch must uphold the Constitution and comply with these Bylaws and the Code of Ethics.

## **8.4 Cancellation and Dissolution of Branches**

- (a) The Board may cancel 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 Regional Council in whose region the Branch is located. The Regional Council must be given an opportunity to be heard at the meeting of Directors before the resolution for cancellation is put to a vote.
- (b) If, the Branch is automatically dissolved Members of the Branch will be re-assigned to the nearest Branch operating in the region.

## **8.5 Branch Meetings**

- (a) The Directors may, whenever they think fit, convene a general meeting of a Branch. The Directors must convene an extraordinary general meeting of a Branch if the Directors receive a requisition signed by 20% (twenty per cent) of the voting Members assigned to that Branch that states the purpose of the meeting.
- (b) The Directors shall give not less than 21 days' notice of a general meeting of a Branch. 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 14.2.

## **8.6 Community Councils – Composition**

- (a) Each Branch may establish a Community Council to support the activities of the branch. The Board shall establish and periodically update terms of reference for the operation of Community Councils.

## **9. REGIONS AND REGIONAL COUNCILS**

### **9.1 Regions**

The Province is divided into four governance regions and each Member will be allocated to a governance region nearest to the Member's address.

## **9.2 Regional Councils - Composition**

- (a) There shall be a Regional Council for each region referred to in Bylaw 9.1, comprised of:
  - (i) the Regional Directors for that region, elected in accordance with Bylaw 5.6; and
  - (ii) the voting Members for that region.
- (b) At the first Regional Council meeting after the annual general meeting of the Society each year, the Regional Council shall elect a chair and vice-chair from among their number.

## **9.3 Duties of Regional Councils**

The duties of a Regional Council include the following:

- (a) elect a chair and vice-chair from among their number;
- (b) regularly liaise with the Board and its committees to determine desired Board skills and identify and recommend candidates for election or appointment to the Board;
- (c) provide support and assist Board committees and task forces in their work, as requested by the Board;
- (d) provide advice and input on the development of Society policy;
- (e) provide advice and assistance on the development of the Society's strategic plans;
- (f) provide advice and input on amendment of the Society's Bylaws;
- (g) provide a written report on the activities of the Regional Council at the Society's annual general meeting.

## **9.4 Meetings of Regional Councils**

A Regional Council may meet and adjourn as it thinks proper. Quorum for meetings of a Regional Council shall be five (5) voting Members resident in that region.

The Board shall establish and periodically update terms of reference for the operation of Regional Councils.

## **10. EXECUTION OF INSTRUMENTS**

### **10.1 Seal**

The Society may have a corporate seal but will not use the seal for the execution of instruments in writing.

### **10.2 Authority to Execute Instruments**

Contracts, documents or instruments in writing requiring execution by the Society may be signed as follows:

- (a) by the Chair, together with one (1) other Director;

- (b) in the event that the Chair is unavailable, by any two (2) Directors; or
- (c) by the Chief Executive Officer, as authorized by policies established by the Board;

and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.

The Board will have the power from time to time, by Board Resolution, to appoint any officer or officers, or any person or persons, on behalf of the Society to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

## **11. FINANCIAL MATTERS**

### **11.1 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.

### **11.2 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.

### **11.3 Investment**

Funds not immediately required for the operations of the Society may be invested in in any form of property or security in which a prudent investor might invest, and in accordance with policies established regarding investments. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society. The Board may establish further policies related to the investment of the Society's funds and property, provided that such policies are not contrary to the Act or these Bylaws.

### **11.4 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).

### **11.5 Real Estate**

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

## **12. INDEMNITY AND PROTECTION OF DIRECTORS AND OFFICERS**

### **12.1 Indemnification of Directors and Eligible Parties**

To the extent permitted by the Societies Act of British Columbia, each Director and eligible party (as defined by that Act) will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of their holding or having held authority with the Society:

- (a) is or may be joined as a party to such legal proceeding or investigative action; or
- (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

### **12.2 Purchase of Insurance**

The Society may purchase and maintain insurance for the benefit of any and all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

## **13. NOTICE TO MEMBERS**

### **13.1 Who is Entitled to Receive Notice**

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

### **13.2 How to Give Notice**

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

- (a) personal delivery;
- (b) mail delivery;
- (c) electronic mail.

### **13.3 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 Chief Executive Officer 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.

## **14. CONSTITUTION AND BYLAWS**

### **14.1 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.

**14.2 Amending the Constitution and Bylaws**

The Constitution and the Bylaws may be amended only by a Special Resolution passed by the voting Members in good standing.