

# West Coast LEAF Association

## By-Laws: October 20, 2022 Proposal

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### Part 1 – Interpretation

1. In these Bylaws, unless the context otherwise requires:
  - (a) “Act” means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;
  - (b) “Board” means the directors of the Society for the time being acting with the authority of the constitution of the Society and these Bylaws;
  - (c) “director” means a person elected as a director in accordance with these Bylaws;
  - (d) “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:
    - (i) 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
    - (ii) 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;
  - (e) “special general meeting” means every general meeting of the Society other than the annual general meeting;
  - (f) “registered address” of a member means their address as recorded in the register of members including email as provided by the member;
  - (g) “mail” includes email and electronic messaging;
  - (h) “address” includes email address; and
  - (i) “sent” or “sending” includes by email.
2. The definitions in the Act on the date these Bylaws become effective apply to these Bylaws
3. Words importing the singular include the plural and vice versa, and unless the context otherwise demands, words importing any gender shall be interpreted to mean any or all genders.

### Part 2 – Membership

1. The members of the Society are the applicants for incorporation of the Society, and those individuals or other persons who subsequently have become members in accordance with the Bylaws of the Society, and in either case, have not ceased to be members.

2. The members by special resolution may amend these Bylaws to provide for non-voting memberships in the Society.
3. An individual who wishes to become a member of the Society shall apply to the Board or its designate in the written form approved from time to time by the Board. Upon acceptance of the application by the Board or its designate and payment of applicable membership dues, if any, the applicant shall become a member.
4. Every member shall:
  - (a) uphold the constitution and comply with these Bylaws; and
  - (b) keep confidential both during and after membership any information about the affairs of the Society obtained by virtue membership in the Society and which the Board has designated as confidential to the Society.
5. No member shall:
  - (a) make any public statement of any policy of the Society; or
  - (b) take political or social or any other action whatsoever on behalf of the Society; except with the prior express authorization of the Board.
6. The Board may from time to time fix membership dues, if any, and may fix lower rates of membership dues for disadvantaged groups, as the Board sees fit.
7. All members are in good standing except a member who has failed to pay their current annual membership dues, if any, or other subscription or debt due and owing by them to the Society.
8. A person ceases to be a member of the Society:
  - (a) at the close of the next annual general meeting in the year following their approval;
  - (b) by sending by mail their written resignation to the address of the Society; or
  - (c) on the member's death; or
  - (d) on being expelled; or
  - (e) on having been a member not in good standing for the period of time prescribed by the Board
9. A member, whether or not in good standing, may be expelled by resolution of the Board, as follows:
  - (a) the Board, or the president together with the vice-president, and the treasurer, may determine that the Board shall consider a resolution to expel the member;

- (b) the president shall give notice to the member in writing:
  - (i) of the determination that the Board will consider a resolution to expel the member, with a brief statement of the reasons for the proposed expulsion; and
  - (ii) that the member may make written representations to the Board within the 21 days following the date of the notice, by providing the written representations to the president;
- (c) the resolution to expel the member may not be passed by the Board until 21 days after the date of the notice given to the member. The president shall provide to each director, before voting on the resolution, copies of any written representations received from the member.

### **Part 3 – Meetings of Members**

1. An annual general meeting, of the Society shall be held at the time, place and whether by electronic means, as the Board may determine, but at least once every calendar year.
2. A special general meeting of the Society shall be held at the time, place and whether by electronic means, as the Board may determine.
3. The Board may 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. Notice of a general meeting shall be given to:
  - (a) every member entitled to vote at that general meeting;
  - (b) the auditor, if any; and
  - (c) such other person(s) as the Board may decide;and no other person is entitled to receive a notice of general meeting.
5. The Board shall send notice of every general meeting of the Society as follows:
  - (a) to every member of the Society who has provided an email address to the Society, by email to that email address; and
  - (b) by posting the notice, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on the Society's website.
6. Notice of a general meeting shall specify the date and time, the location (if applicable) and the electronic means (if applicable) of the meeting, and, the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to

permit a member receiving the notice to form a reasoned judgment concerning that business. If a general meeting is held by electronic means the notices under this section must also contain instructions for attending and participating in the meeting, including, if applicable, instructions for voting at the meeting.

7. No inadvertent omission to give notice of a general meeting to any person entitled to receive notice, whether or not a member, shall invalidate proceedings at that meeting.

#### **Part 4 – Proceedings at General Meeting**

1. Ordinary business is:
  - (a) the adoption of rules of order, if any,;
  - (b) the consideration of the financial statements;
  - (c) the report of the Board;
  - (d) the report of the auditor; if any;
  - (e) the election of directors;
  - (f) the appointment of the auditor, if required;
  - (g) such other business as, under these Bylaws, ought to be transacted at an annual general meeting, or business arising from the report of the Board issued with the notice convening the meeting.
2. No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when quorum is not present.
3. If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is quorum present or until the meeting is adjourned or terminated.
4. A quorum at a general meeting shall be the greater of 3 members or 3% of the members in good standing of the Society.
5. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place and electronic means, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum, provided there are at least 3 of them.
6. The president of the Society, the vice-president, or in the absence of both, one of the other directors present shall preside as chair of a general meeting.
7. If at a general meeting:
  - (a) there is no president, vice-president, or any other director present within 15 minutes after the time appointed for holding the meeting; or

- (b) the president and all the other directors present are unwilling to act as chair; the members present shall choose one of their number to be chair.
- 8. A general meeting may be adjourned from time to time, but no business shall be transacted at an adjourned general meeting other than the business left unfinished at the general meeting from which the adjournment took place.
- 9. When a general meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 10. Except as provided in the immediately preceding Bylaw, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.
- 11. No voting by proxy shall be permitted.
- 12. A member in good standing present at a general meeting is entitled to one vote, provided that such member has been a member continuously during the 30 days immediately preceding the date of the meeting.
- 13. Unless the members present or the chair decide otherwise, or as otherwise required by these Bylaws, voting shall be by show of hands, by voice, by electronic means or by a combination of these methods, unless the chair of the meeting decides otherwise.

#### **Part 5 – Directors**

- 1. The number of directors shall be the number as determined by the Board, but shall in any event be not fewer than 6 and not more than 15.
- 2. The Board may 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 statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to the provisions of:
  - (a) all laws affecting the Society;
  - (b) these Bylaws; and
  - (c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in a general meeting.
- 1. Every director shall:
  - (a) act honestly and in good faith and in the best interests of the Society;
  - (b) exercise the care, diligence, and skill of a reasonable and prudent person, in exercising power and performing functions as a member of the Board.
- 2. A director who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of the director's interest to each member of the Board and otherwise comply with the requirements of the Act.

3. No rule made by the Society in a general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
4. No person shall be eligible for election as a director unless that person is a member of the Society.
5. A person who is 16 or 17 years of age is eligible for election as a director, provided that a majority of the directors are individuals who are at least 18 years of age.
6. A director's term is two years from the date of the first annual general meeting at which they are elected, ending at the close of the annual general meeting in the second year.
7. No director may serve for more than four consecutive terms (the "Term Limit"), unless invited to do so by a 3/4 majority of the Board. A director who serves the Term Limit must leave the Board for a period of not less than one term, before being eligible to serve as a director thereafter, and the Term Limit will again apply to that director. Any time a director spends on leave from the Board will not be counted towards that director's Term Limit.
8. The members may by special resolution remove a director before the expiration of that director's term.
9. If a director ceases to hold office before the expiry of their term, the Board may appoint a member as a replacement director, to hold office as director until the next annual general meeting.
10. No act or proceeding of the Board is invalid only by reason of there being fewer than the prescribed number of directors in office.
11. No director shall be remunerated for being or acting as a director but a director may be reimbursed for all expenses while necessarily and reasonably incurred by that director while engaged in the affairs of the Society.

#### **Part 6 – Proceedings of the Board**

1. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.
2. The Board may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the directors then in office.
3. At the first meeting immediately following the annual general meeting the directors may appoint, from among their number, directors to fill the roles of president, vice-president, secretary and treasurer.
4. The president shall chair all meetings of the Board, unless the Board decides otherwise.

5. Any three directors may at any time, and the secretary on the request of any three directors shall, convene a meeting of the Board.
6. Except as set forth in Bylaw 6.11 below, every director shall be given not less than 72 hours' notice of any Board meeting, provided that:
  - (a) the Board may from time to time determine the method for giving such notice;
  - (b) no inadvertent omission to give notice of any Board meeting shall invalidate proceedings at that meeting;
  - (c) any director may waive notice of any Board meeting; and
  - (d) presence of any director at a Board meeting without objection by that director shall constitute waiver by that director of notice of that meeting.
7. The Board may delegate any, but not all, of its powers to committees consisting of such director or directors and members or other persons as the Board thinks fit and may name the committees.
8. Questions arising at any meeting of the Board or committee of the Board shall be decided by a majority of votes. Each member of the Board or committee shall be entitled to one vote. In case of an equality of votes the chair does not have a second or casting vote.
9. A resolution in writing, signed by two-thirds of the directors and placed with the minutes of the Board is as valid and effective as if regularly passed at a meeting of the Board. Resolutions in writing may be signed in counterparts, and in such case shall be effective when the last counterpart has been sent.

#### **Part 7 – Board Roles**

1. The president shall preside as chair at all meetings of the Society and of the Board.
1. The vice-president shall carry out the duties of the president during the president's absence.
2. The Board shall appoint a person to take minutes at each meeting of the Board or at a general meeting. The Board shall ensure that all minutes of the Society are kept at the Society's office.
3. The treasurer shall be responsible for making arrangements to:
  - (a) keep such financial records, including books of account, as are necessary to comply with the Act; and
  - (b) render financial statements to the Board, members and others when required.
4. Other directors shall perform such roles, and the duties associated with such roles, as the Board may assign to them, or as set forth in these Bylaws.

5. The Board may assign additional duties to any director or reassign duties among directors.

#### **Part 8 – Indemnification of Directors**

1. The Society shall indemnify a director or former director against all costs, charges and expenses actually and reasonably incurred by them, including any amount paid to settle an action or satisfy a judgment in a civil, criminal or administrative action or proceeding, to which 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 or any member, if:
  - (a) the director 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, the director had reasonable grounds for believing their conduct was lawful.
2. The Society shall make all applications for Court approval which may be required to make the indemnity herein effective and enforceable. Every person on being elected or appointed a director shall be deemed to have contracted with the Society on the terms of the foregoing indemnity.
3. The Board may cause the Society to purchase and maintain insurance for the benefit of the directors and former directors against personal liability incurred by any of them in their capacities as directors or officers, and Bylaw 8.02 shall not apply in respect of the purchase or maintenance of that insurance.
4. The provisions of this Part 8 shall be subject in all respects to the Act. If any of this Part 8 shall be found by a court to be void, illegal or invalid the remaining provisions of this Part 8 shall be construed and take effect as if that void, illegal or invalid provision had never been contained herein.

#### **Part 9 – Borrowing**

1. In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as it may decide.
2. The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting.

#### **Part 10 – Auditor**

1. This part applies only where the Society is required or has resolved to have an auditor.
2. The first auditor shall be appointed by the Board, which shall also fill all casual vacancies occurring in the office of the auditor.

3. At each annual general meeting the Society shall appoint an auditor to hold office until they are re-elected or their successor is elected or appointed in accordance with these Bylaws.
4. An auditor may be removed by ordinary resolution.
5. An auditor shall be informed forthwith in writing of their appointment or removal.
6. No director and no employee of the Society shall be the auditor.
7. The auditor may attend general meetings.

#### **Part 11 – Notice**

1. Any notice required to be given to a member or a director or auditor pursuant to these Bylaws may be sent personally or by mail to the registered address for such person, or in another manner specifically provided for such notice in these Bylaws or the Act.

#### **Part 12 – Access to Records**

1. The documents and records of the Society, including the financial and accounting records and the minutes of general meetings, committee meetings and meetings of the Board, will be open to the inspection of any director at reasonable times and on reasonable notice.
2. A member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to inspect any of the following documents and records of the Society at the address of the Society during the Society's normal business hours:
  - (a) the constitution and these Bylaws, and any amendments thereto;
  - (b) the statement of directors and registered office of the Society;
  - (c) minutes of any general meeting, including the text of each resolution passed at the meeting;
  - (d) resolutions of the members in writing, if any;
  - (e) annual financial statements relating to a past fiscal year that have been received by the members in a general meeting;
  - (f) the register of directors;
  - (g) the register of members;
  - (h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
  - (i) copies of orders made by a court, tribunal or government body in respect of the Society;

- (j) the written consents of directors to act as such and the written resignations of directors; and
- (k) the disclosure of a director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a member will not be entitled or have the right to inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a member in good standing may request in writing sent to the address of the Society, to inspect any other document or record of the Society and the Board may allow the member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

3. Copies of documents which a member is allowed to inspect may be provided on request by the member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed in the Act.

### **Part 13 – Fundamental matters**

1. In the event of winding up or dissolution of the Society funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations promoting the same purposes of this Society, as may be determined by the members of the Society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organizations, provided however that such organization referred in this paragraph shall be a qualified donee within the meaning of the Income Tax Act of Canada from time to time in effect.
2. The purposes of the Society shall be carried out without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes and all of the above purposes shall be carried out on an exclusively charitable basis.
3. Neither the Society nor any member thereof shall allow the name or any resources of the Society to be used in any manner which, whether directly or indirectly, conflicts with the education, law reform or litigation objectives of the Society. Without limiting the generality of the foregoing, such objectives include promotion of the substantive equality of all women and people who experience gender-based discrimination.