

**THE ALUMNI ASSOCIATION OF THE UNIVERSITY OF BRITISH COLUMBIA**  
**Notice of the 105<sup>th</sup> Annual General Meeting (2022)**

NOTICE IS HEREBY GIVEN that the 2022 Annual General Meeting of The Alumni Association of the University of British Columbia (the “**Association**”) will be held:

on Wednesday, September 28, 2022

at 4:00 p.m.

at

Robert H. Lee Family Boardroom  
3<sup>rd</sup> Floor, 6163 University Blvd.,  
Vancouver, BC

For the following purposes:

1. To consider and vote on the following special resolution:

**BE IT RESOLVED** as a **SPECIAL RESOLUTION** that: the existing Bylaws be rescinded in their entirety and replaced with the form of bylaws attached to the 2022 notice of annual general meeting as Appendix A;

2. To receive and consider the report of the Finance and Audit Committee, and the financial statements of the Association for the financial year ended March 31, 2022;

3. To appoint the auditors of the Association for the 2022/23 financial year; and

4. To elect and re-elect the 2022 nominees to the Board of Directors.

*Dated as of September 1, 2022.*

*BY ORDER OF THE BOARD OF DIRECTORS*

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SECRETARY

Supporting Documentation

*Schedule 1: Summary of Recommendations: Alumni Association of the University of British Columbia Bylaws*

Appendix A – Proposed Bylaws for Approval

## Schedule 1

### Summary of Recommendations: Alumni Association of the University of British Columbia Bylaws

The Alumni Association Board of Directors:

- recommends the proposed changes to the existing Bylaws to the membership, and
- asks the membership for special resolution approval of the replacement Bylaws at the Alumni Association (*alumni UBC's*) next Annual General Meeting.

In support of its recommendation, the board of directors provides the following summary of some of the changes being recommended to the Bylaws.

- Consistent with current best practices and as other changes are being recommended, the Bylaws have been revised to provide gender-neutral pronouns.
- A number of clarifying interpretive provisions have been put into the revised Bylaws, as well as correcting some inconsistent language use in multiple locations in the Bylaws.
- Bylaw 3.3(c) has been changed to provide the maximum term length for a director as six (6) consecutive years, rather than the existing description of two (2) terms, but without reference to the length of those terms. This allows *alumni UBC* to maintain staggered term expiration dates for directors to mitigate risks associated with a large departure of experienced board members at the end of their terms. The term “member-at-large” has been replaced with “director-at-large” to fix a possible situation with the use of the word “member” causing people to confuse a member of *alumni UBC* with a director.
- Bylaw 3.5(e) has been changed to reflect that the ex-officio status of the ED/AVP as a Senior Manager would cease with the end of their employment.
- Similarly in Bylaw 3.7, a change has been made that provides any Senior Manager other than the ED/AVP, will cease being a Senior Manager if they cease to be a director.
- Bylaw 5.5(b)(ii) has been changed to allow the Board to appoint additional directors to the Executive Committee, if they feel it is necessary.
- Bylaw 7.1 has been changed to reflect the current practice of how the Governance and Nominating Committee works to provide nominees for director positions in advance of the AGM.
- In Part 10 dealing with general meetings, changes are being made to align to changes that have arisen to the Societies Act to more specifically and properly permit total or partial electronic meetings as a permanent feature of BC law; continuing something that was being permitted by Ministerial Order during the COVID 19 pandemic.
- Bylaw 11.1 has been changed to reflect that the board or the Bylaws could set procedural structures for meetings that are not consistent with Robert's Rules of Order, and so that Robert's Rules of Order do not override an appropriately approved procedure.
- Bylaw 11.2 has been changed to permit directors' meetings to be held wholly or partially

electronically, consistent with the earlier provisions regarding members' meetings.

- In Part 15 dealing with auditors, changes have been made to reflect the language for the appointment of auditors, consistent with the provisions used in the Societies Act.
- Part 21 of the existing Bylaws are the provisions of the old Constitution of *alumni UBC* that were required to be moved into the Bylaws as part of the transition under the new Societies Act done in 2018. The substantive portion of this deletion has been moved to become new Bylaw 3.14.

**Appendix A**

**Proposed Bylaws for Approval**

**(See attached)**

**THE ALUMNI ASSOCIATION OF THE  
UNIVERSITY OF BRITISH COLUMBIA**

**BYLAWS**

**PART 1- INTERPRETATION**

- 1.1 In these Bylaws, unless the context otherwise requires,
- (a) “**Advisory Council**” means the advisory council appointed pursuant to section 8.1;
  - (b) “**Association**” means The Alumni Association of the University of British Columbia;
  - (c) “**Board of Directors**” means all of the Directors;
  - (d) “**Chair**” means the chair of the Association appointed pursuant to sections 3.5(a) and 3.6.
  - (e) “**Chancellor**” has the meaning given to that term in section 3.2(a);
  - (f) “**Director**” means each of the individual members of the Board of Directors comprised of the individuals described in section 3.2;
  - (g) “**ED/AVP**” means the executive director and associate vice-president, alumni UBC;
  - (h) “**Honorary Degree**” is a degree conferred by the University after approval by the senate of the University;
  - (i) “**Interpretation Act**” means the *Interpretation Act*, R.S.B.C. 1996, c. 238, as amended, restated or replaced from time to time, and includes its regulations.
  - (j) “**Ordinary Member**” means a member of the Association admitted pursuant to sections 2.1 or 2.2 and in good standing pursuant to section 2.3;
  - (k) “**Past-Chair**” means the person who acted as the Chair, immediately preceding the current Chair;
  - (l) “**President**” has the meaning given to that term in section 3.2(b);
  - (m) “**Senior Manager**” has the meaning given to that term in section 3.4;
  - (n) “**Societies Act**” means the *Societies Act*, S.B.C. 2015, c. 18, as amended, restated or replaced from time to time, and includes its regulations;

- (o) “**Treasurer**” means the treasurer of the Association appointed pursuant to sections 3.4(c) and 3.6;
  - (p) “**University**” means the University of British Columbia; and
  - (q) “**Vice-Chair**” means the vice-chair of the Association appointed pursuant to sections 3.5(b) and 3.6.
- 1.2 Words importing the singular include the plural and vice versa.
- 1.3 The Interpretation Act applies to the interpretation of these bylaws as if these bylaws were an enactment.
- 1.4 If a section in these bylaws is inconsistent with a mandatory provision of the Societies Act or any other enactment of British Columbia or Canada, such provision shall have no force or effect. If there is a conflict between a definition of the Societies Act and a definition or rule in the Interpretation Act relating to a term used in these bylaws, the definition in the Societies Act will prevail in relation to the use of the term in these bylaws.

## **PART 2- MEMBERSHIP**

### 2.1 Ordinary Membership

Every graduate of the University is eligible to become a member of the Association and will be admitted unless they decide to the contrary in writing.

- 2.2 By resolution passed by not less than 75% of the Directors, the Board of Directors may, from time to time, admit other persons or groups of persons associated with the University as members of the Association.

- 2.3 A member shall be in good standing as long as they remain a member.

### 2.4 Honorary Life Membership

- (a) The Board of Directors may confer an honorary life membership on any person who, in its opinion, has made an outstanding contribution to the University and society, and who is not already an Ordinary Member.
- (b) The honorary life membership shall include those individuals upon whom the University has conferred an Honorary Degree, and who is not already an Ordinary Member.
- (c) Honorary life members shall be non-voting members of the Association.

### 2.5 Associate Membership

- (a) Any person not provided for in these bylaws may be granted associate membership by resolution of the Board of Directors in its sole and absolute discretion.

(b) Associate members shall be non-voting members of the Association.

2.6 Every member shall uphold the constitution and comply with these bylaws.

2.7 Cessation of Membership

A person shall cease to be a member of the Association:

- (a) by delivering or emailing their resignation in writing to the ED/AVP or by mailing or delivering it to the address of the Association;
- (b) in case of an individual, on their death;
- (c) in case of a partnership or corporation, on being dissolved; or
- (d) on being expelled.

2.8 Expulsion

- (a) A member may be expelled by a special resolution of the members passed at a general meeting called for that purpose.
- (b) The notice of special resolution for expulsion shall be accompanied by a statement of the reason or reasons for the proposed expulsion and must be sent to the member subject to the proposed expulsion.
- (c) The person who is the subject of the proposed resolution for expulsion shall be given a reasonable opportunity to be heard at the general meeting before the special resolution is put to a vote.

**PART 3- ORGANIZATION - DIRECTORS AND SENIOR MANAGERS**

3.1 The President shall be the honorary president of the Association.

3.2 Board of Directors

The Board of Directors shall consist of between thirteen (13) and nineteen (19) Directors, as determined by the voting members from time to time at a general meeting, comprised of the following:

- (a) The chancellor of the University, or their nominee (the “Chancellor”);
- (b) The president and vice-chancellor of the University, or their nominee (the “President”);
- (c) The ED/AVP;
- (d) The Past-Chair, as qualified pursuant to section 3.3(e); and

- (e) Between ten (10) and fifteen (15) directors-at-large, duly elected by the voting members from among members of the Association, together with such number or numbers of Directors as may be appointed by the Directors pursuant to section 3.13 below.

3.3 The terms of office of the Directors shall be as follows:

- (a) The Chancellor, the President, the ED/AVP and the Past-Chair are ex-officio Directors and their terms as Directors shall expire upon ceasing to hold their respective offices.
- (b) The term of office of a director-at-large shall expire at the close of the third annual general meeting of the Association after the annual general meeting at which they were elected; provided however that the members may, by resolution, determine that some of the directors-at-large shall serve a term of less than three (3) years in order to provide for orderly succession regarding future vacancies on the Board of Directors.
- (c) Subject to sections 3.3(d) and 3.3(e), no director-at-large may serve more than six (6) consecutive years, provided however that a director-at-large who has reached such time limit may complete their current term of office as determined by section 3.3(b).
- (d) A director-at-large may serve additional yearlong terms beyond the maximum determined pursuant to section 3.3(c) if, prior to the deadline for appointing nominees to the Board of Directors for the annual general meeting at which their term will expire, such Director is asked by the Board of Directors to act as a Senior Manager in what would be an additional year on the Board of Directors.
- (e) Except in the case of their resignation or removal, or except where they are a director-at-large whose term is continuing, the Past-Chair shall serve a term which expires at the close of the next annual general meeting of the Association after the annual general meeting at which their successor was appointed. For clarity purposes, if a Past-Chair is also a director-at-large whose term is continuing, then such Past-Chair shall not be entitled to any additional term, in their position qua Past-Chair.

3.4 Senior Managers

The senior managers of the Association (each a “**Senior Manager**”) shall consist of the following:

- (a) the Chair;
- (b) the Vice-Chair;
- (c) the Treasurer; and



- (d) the ED/AVP.
- 3.5 The terms of office of the Senior Managers shall be as follows:
- (a) The Chair shall be appointed for a one (1) year term and may be appointed for up to two (2) additional one (1) year terms.
  - (b) The Vice-Chair shall be appointed for a one (1) year term and may be appointed for up to two (2) additional one (1) year terms.
  - (c) The Treasurer shall be appointed for a one (1) year term and may be appointed for up to two (2) additional one (1) year terms.
  - (d) The Board of Directors may, by resolution, approve the appointment of any of the above Senior Managers for additional one (1) year terms.
  - (e) The term of the ED/AVP as a Senior Manager shall continue for as long as they are employed by the Association in that role.
- 3.6 After each annual general meeting, or more often as may be required, the Board of Directors will appoint the Senior Managers (except the ED/AVP) from among the Directors. Appointments of each Senior Manager will be by a majority of votes cast by the Directors.
- 3.7 Except for the ED/AVP, any other Senior Manager shall cease to be a Senior Manager if they cease to be a Director.
- 3.8 The succession of office of the Senior Managers shall be determined as follows:
- (a) If the Chair, Vice-Chair or Treasurer ceases to hold office before the expiration of their term, then the Board of Directors shall appoint a person to fill the vacancy until the expiration of the term. In making any such appointment, the Board of Directors shall consider the recommendations of the Executive Committee.
  - (b) If any Director, other than the Chair, Vice-Chair, Treasurer or an ex-officio Director, ceases to hold office as a Senior Manager before the expiration of their term, then the Board of Directors may appoint a person to fill the vacancy until the end of the term. In making any such appointment, the Board of Directors shall consider the recommendations of the Governance and Nominating Committee.
- 3.9 All Directors shall be entitled to vote on Directors' resolutions, except for the President and the ED/AVP.
- 3.10 Any Director (other than an ex-officio Director) who fails to attend three consecutive meetings of the Board of Directors shall, at the discretion of the Board of Directors, cease to be a member of the Board of Directors.

- 3.11 The members of the Association may remove a Director (other than an ex-officio Director) by a special resolution passed at a general meeting for which notice was properly given.
- 3.12 No act or proceeding of the Board of Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 3.13 Any vacancy on the Board of Directors may be filled by the remaining Directors. In addition, the Directors may at any time and from time to time appoint additional Directors, provided that the number of such additional Directors shall not exceed the then current number of Directors who are elected as directors-at-large. The term of office of an additional Director shall expire at the next annual general meeting following their appointment.
- 3.14 No Director or Senior Manager shall be remunerated for acting as a Director or Senior Manager, except for the ED/AVP. A Director or Senior Manager may be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Association.

#### **PART 4- PROCEEDINGS OF THE BOARD OF DIRECTORS**

- 4.1 The Board of Directors shall hold meetings at least four times during the Association's fiscal year at the call of the Chair.
- 4.2 The Board of Directors shall also meet upon written request to the ED/AVP by any four members thereof, stating the purpose of the meeting.
- 4.3 The ED/AVP shall give at least ten (10) days written notice of meeting to each Director stating as clearly as possible the purposes for which the meeting is to be held.
- 4.4 A quorum shall consist of a majority of the Directors, not counting the non-voting, ex-officio Directors.
- 4.5 All minutes of the Board of Directors meetings shall be forwarded to all Directors by mail, e-mail, fax, intranet or other means of electronic communication as determined by the Board from time to time.

#### **PART 5- COMMITTEES**

- 5.1 The Board of Directors may appoint at its discretion, from time to time:
  - (a) a Governance and Nominating Committee;
  - (b) an Executive Committee;
  - (c) a Finance and Audit Committee; and
  - (d) such other committees as it deems appropriate to carry out the work of the Association.

5.2 The Board of Directors shall appoint, from among the Directors, a chair of each committee for a term of one year, which term may be renewed from time to time at the discretion of the Board of Directors.

5.3 The Board of Directors shall have the power to create or dissolve committees of the Association at its discretion, from time to time, and change committees with appropriate terms of reference and delegate powers as it sees fit from time to time as long as they do not conflict with these bylaws.

5.4 The Governance and Nominating Committee

(a) The Governance and Nominating Committee shall:

(i) maintain and review the bylaws and other governing documents of the Association;

(ii) create and refine the terms of reference for committees, from time to time, to assist in carrying out the purposes of the Association, for approval of the Board of Directors;

(iii) oversee the effectiveness of the Board of Directors;

(iv) develop recommendations for the governance and policies of the Board of Directors;

(v) exercise the powers and duties granted to it pursuant to Part 7 with respect to the nomination of candidates to fill vacancies arising on the Board of Directors;

(vi) exercise the powers and duties granted to it pursuant to Part 8 with respect to the nomination of candidates for the Advisory Council; and

(vii) exercise, on behalf of the Association, all powers of nomination or appointment granted to the Association pursuant to the University Act (British Columbia), as amended or replaced from time to time, or any other statute.

(b) All members of the Governance and Nominating Committee shall be graduates of the University.

5.5 The Executive Committee

(a) The Executive Committee shall have all of the powers of the Board of Directors when the Board of Directors is not in session, subject to the power of the Board of Directors to review, accept, modify or disapprove of any determination of the Executive Committee; provided, however, that no such modification or disapproval shall invalidate any contract entered into as a result of a determination by the

Executive Committee that is not inconsistent with these bylaws or with a restriction previously adopted by the Board of Directors.

- (b) The members of the Executive Committee shall be:
  - (i) the Senior Managers; and
  - (ii) any number of additional Directors as the Board of Directors may determine from time to time.
- (c) Each of the members of the Executive Committee, except the ED/AVP, shall be voting members of the Executive Committee.
- (d) The chair of the Executive Committee shall be the Chair or in their absence the Vice-Chair. In absence of both the Chair and Vice-Chair, the Committee shall elect a chair from among the committee members present.
- (e) Meetings of the Executive Committee shall be held upon the call of the Chair, or upon the written request of at least three members of the Executive Committee.

Written notice of the time, place and whenever possible the purposes and agenda of the Executive Committee meetings shall be delivered or sent to each Executive Committee member by the ED/AVP not less than two days before the date of the meeting.

- (f) The Executive Committee shall have the joint power to appoint, fix the remuneration or dismiss the ED/AVP, per the existing Letter of Agreement with the University. Such decision is to be ratified by the Board of Directors.
- (g) Not less than two of the Chair, the Vice-Chair, or the Treasurer must be present to establish a quorum for Executive Committee meetings.

## 5.6 The Finance and Audit Committee

The Finance and Audit Committee shall:

- (a) review and recommend to the Board of Directors, for approval by ordinary resolution of the Ordinary Members, engagement of an external auditor;
- (b) meet at least annually with the external auditor to review the Association's annual financial statements and the auditor's report;
- (c) review and advise the Board of Directors with respect to planning, conduct and reporting of the annual financial report;
- (d) review the annual budget of the Association and advise the Board of Directors with respect thereto;

- (e) advise the Board of Directors generally on the financial affairs of the Association;
- (f) undertake such other duties as the Board of Directors from time to time directs; and
- (g) all members of the Finance and Audit Committee shall be graduates of the University.

#### **PART 6- ALUMNI CONSTITUENCIES**

- 6.1 Where members form themselves into an association on the basis of area of residence, faculty or discipline, they may, with the consent of the Board of Directors, become affiliated with the Association as a formal partner upon such terms as may be agreed by the Board of Directors.
- 6.2 The Board of Directors may withdraw its approval of the affiliation of any group described in this Part 6 at any time, if, in the opinion of a majority of the Board of Directors, the affiliated group is not carrying out the purposes of the Association.

#### **PART 7- ELECTIONS**

- 7.1 In a timely manner in advance of any general meeting at which Directors will be elected to directors-at-large positions, the Governance and Nominating Committee shall prepare and present to the Board of Directors, a list of nominees for the available directors-at-large positions on the Board of Directors up for election at such upcoming general meeting.
- 7.2 Nominations other than those originating from the Governance and Nominating Committee may be made provided they comply with the following provisions:
  - (a) Each such nomination must be submitted in writing in the form provided for by the Association, signed by five Ordinary Members, accompanied by the written consent of the nominee and submitted in accordance with procedures established by the Board of Directors.
  - (b) Each nomination shall be addressed to the ED/AVP and must be received in the Association's offices within eight months of the previous annual general meeting.
- 7.3 The election of Directors and any other matters requiring the members to vote at a general or special meeting shall be governed by the following procedures:
  - (a) Subject to section 7.3(b), every member who is entitled to vote shall have one vote and may exercise such vote either in person or by proxy.
  - (b) A member shall be entitled to appoint a proxyholder to attend, act and vote for them at a general or special meeting that is not held as a fully electronic meeting. For

greater clarity, proxy voting shall not be permitted for persons who participate by telephone or other communications medium in electronic meetings.

- (c) A proxyholder must be a member.
- (d) A proxy shall be in writing signed by the member who is appointing the proxyholder.
- (e) Unless the Board of Directors fixes some other time by which proxies must be deposited, a proxy shall be deposited at the registered office of the Association or at such other place as is specified for that purpose in the notice convening the meeting, not less than 48 hours (excluding Saturdays and holidays) before the time for holding the meeting in respect of which the person named in the instrument is appointed.
- (f) In addition to any other method of depositing proxies provided for in these bylaws, the Board of Directors may by resolution make regulations relating to the depositing of proxies at any place or places and fixing the time for depositing the proxies.
- (g) A proxy, whether for a specified meeting or otherwise, shall be either in the form following or in any other form that the Directors shall approve:

Alumni Association of University of British Columbia

The undersigned, being a member of the above named Association, appoints \_\_\_\_\_ of \_\_\_\_\_ for the undersigned to attend, act and vote for and on behalf of the undersigned at the meeting of the Association to be held on the \_\_\_\_\_ day of \_\_\_\_\_ and at any adjournment thereof.

Signed this \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
(Signature of Member)

**PART 8- ALUMNI ASSOCIATION ADVISORY COUNCIL**

- 8.1 The Board of Directors may appoint an advisory council (the “**Advisory Council**”) to be an advisory forum for alumni leaders and to foster active communication among key alumni constituencies and stakeholders.

- 8.2 The Board of Directors shall determine, in its discretion from time to time, the composition, size, and membership of the Advisory Council and the roles and purposes of the Advisory Council.

### **PART 9- POWERS AND DUTIES**

- 9.1 Subject to the Societies Act, its regulations and these bylaws, the Board of Directors shall manage, or supervise the management of, the activities and internal affairs of the Association.
- 9.2 The Chair shall preside over all general meetings, Board of Directors meetings and Executive Committee meetings of the Association. The Chair shall be a voting member of all committees and sub-committees of the Association. The Chair shall represent the Association in dealing with senior members of the University and other outside constituencies.
- 9.3 The Vice-Chair shall perform such duties as may from time to time be delegated to the Vice-Chair by the Chair, and shall, in the absence of the Chair, preside at general meetings, Board of Directors meetings, and Executive Committee meetings.
- 9.4 The Treasurer will chair the Finance and Audit Committee and shall have responsibility for the funds and securities of the Association, including all bonds, deeds, and other papers and documents relating to the property of the Association. The Treasurer shall ensure that all financial records are in good order and that proper books or accounts are kept. The Treasurer shall present a certified audit of the financial position of the Association at each annual general meeting and from time to time during the year they shall present to the Board of Directors and Executive Committee accurate reports of the financial affairs of the Association.
- 9.5 The office of ED/AVP shall be the Association's senior management position and the ED/AVP shall conduct the business of the Association in accordance with the directions of the Board of Directors or Executive Committee. It shall be the ED/AVP's responsibility to inform meetings of the Executive Committee and Board of Directors of matters relating to the University which, in their judgment are relevant to the Association as well as other duties as decided from time to time by the Executive Committee or Board of Directors. The ED/AVP shall act as secretary to the Executive Committee and the Board of Directors, and shall have custody of the records of the minutes and proceedings of the Directors and Members of the Association. The ED/AVP shall be an ex-officio non-voting member of all committees and sub-committees of the Association.

### **PART 10- GENERAL MEETINGS**

- 10.1 Subject to the Societies Act and these bylaws, general meetings of the Association must be held at the time and place (except in the case of a fully electronic meeting), and in such manner as the Board of Directors decide.

- 10.2 The annual general meeting of the Association shall be held at least once in every calendar year, unless the holding of the annual general meeting is deferred in accordance with the Societies Act. The time and place of the annual general meeting shall be determined by the Board of Directors.
- 10.3 All other general meetings of the Association are deemed to be extraordinary general meetings and shall be convened by the Board of Directors in the same manner as the annual general meeting.
- 10.4 Notice of General Meetings

The Board of Directors shall give at least fourteen (14) days' notice of general meetings by:

- (a) sending an email with the date, time and, if applicable, the location of the general meeting, and all other required information, to every member who has provided an email address to the Association; and
- (b) posting notice of the date, time and location of the general meeting, throughout the period commencing at least twenty one (21) days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Association; and is accessible to all of the members.

If a general meeting is held as an electronic meeting in accordance with section 11.2, the notice of meeting must also contain instructions for attending and participating in the general meeting by telephone or other communications medium, and, if applicable, instructions for voting at the general meeting

- 10.5 Notice of a general meeting must state the nature of any special 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 and must include the text of any special resolution to be submitted to the meeting.
- 10.6 A person entitled to notice of a general meeting may, in any manner, waive that person's entitlement to notice of a general meeting or may agree to reduce the period of that notice. Attendance of a member at a general meeting is a waiver of the member's entitlement to notice of the meeting unless the member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 10.7 Any Ordinary Member present at a general meeting, whether in person or by proxy, shall be entitled to one vote.
- 10.8 A quorum for a general meeting of the Association shall be a total of twenty-five (25) Ordinary Members, whether present in person or by proxy.
- 10.9 All general meetings shall be chaired by the Chair, or in the Chair's absence the Vice-Chair, or in the absence of both of them, another Director as previously approved by the



Executive Committee. In the absence of the Chair, the Vice-Chair, or another Director appointed by the Executive Committee, such general meeting shall be chaired by another Director elected by the Ordinary Members in attendance at such general meeting to act in that capacity.

- 10.10 The annual general meeting shall include presentation for approval of an audited statement of the financial affairs of the Association for the preceding fiscal year, and the appointment of an auditor for the current fiscal year.

#### **PART 11- PROCEDURES AT MEETINGS**

- 11.1 Except where these bylaws or the Board of Directors have otherwise have adopted rules of procedure for meetings of the Association or its committees, Roberts Rules of Order shall govern proceedings at all meetings of the Association and its committees. If there is a conflict between a rule of procedure contained in Roberts Rules of Order and one established by these bylaws or the Board of Directors, the rule of procedure established by these bylaws or the Board of Directors will prevail in relation to such conflict.
- 11.2 The directors may decide, in their sole discretion, to hold any meeting of the Association, the Board of Directors, or any of its committees as a fully or partially electronic meeting. If the Board of Directors decide to hold a meeting as a fully or partially electronic meetings, the Board of Directors shall make arrangements for members to participate in, and, if applicable, to vote at such general meeting by telephone or other communications medium. A member or other person participating in such meeting by telephone or other communications medium shall be deemed to be present at the meeting. A member entitled to vote at such meeting and participating by telephone or other communications medium shall be counted in the quorum therefor and be entitled to speak and vote at such meeting.

#### **PART 12- THE SEAL**

- 12.1 The seal of the Association shall be kept by the Board of Directors who shall determine its manner of use from time to time.
- 12.2 The seal of the Association, when required, may be affixed to contracts, documents and instruments by a Senior Manager or Senior Managers designated by resolution of the Board of Directors.

#### **PART 13- SIGNING AUTHORITY**

- 13.1 The Board of Directors shall appoint some person or persons to sign cheques or other documents on behalf of the Association.
- 13.2 Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two Senior Managers and all contracts, documents and instruments in writing, shall be binding upon the Association without any further authorization or formality. The Board of Directors shall have the power from time to time

by resolution to appoint any Senior Manager or Senior Managers on behalf of the Association to sign specific contracts, documents and instruments in writing.

#### **PART 14- FISCAL YEAR**

- 14.1 The fiscal year of the Association shall commence on April 1st of each year.

#### **PART 15- AUDITORS**

- 15.1 At each annual general meeting of the Association the Ordinary Members shall appoint an auditor of the Association by ordinary resolution for a term ending at the close of the next annual general meeting.
- 15.2 If there is a vacancy in the office of auditor created by resignation, death or otherwise, other than by removal under section 15.3, the Board of Directors may appoint an auditor in accordance with section 5.6 to hold office until the close of the next annual general meeting.
- 15.3 The Association may, by ordinary resolution passed at a general meeting called for the purpose, remove its auditor before the expiration of the auditor's term of office, and must, by ordinary resolution passed at such general meeting, appoint a person as auditor for the remainder of the term of office of the auditor so removed.
- 15.4 Notification of Auditor
- (a) An auditor must be promptly informed in writing of the auditor's appointment or removal.
  - (b) Before calling a general meeting for the purpose of removing its auditor, the Association must send to the auditor a written notice of the intention to call the meeting, specifying the date on which the notice of the meeting is proposed to be sent, and a copy of all of the materials proposed to be sent to the members in connection with the meeting. The Association must send to the auditor who is proposed to be removed the materials referred to above at least 14 days before the date on which the notice of the meeting is sent. The auditor may send to the Association written representations respecting the auditor's proposed removal as auditor, and, if the Association receives those written representations at least 7 days before the date on which the notice of the meeting is sent, the Association must send a copy of those representations with the notice of the meeting.

- 15.5 In addition to meeting the independence requirements in the Societies Act, neither the auditor nor any person employed by the auditor to complete the audit may be a Director, or an ordinary member of the Association.
- 15.6 The auditor may attend general meetings.

#### **PART 16- BORROWING**

- 16.1 The Association may from time to time, if authorized by the Board of Directors:
- (a) borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that the Board of Directors may determine;
  - (b) issue bonds, debentures, notes or other evidences of debt obligations either outright or as security for any liability or obligation of the Association at any time, to any person and for any consideration that the Board of Directors may determine;
  - (c) guarantee the repayment of money by any other person or the performance of any obligation of any other person; and
  - (d) mortgage or charge, whether by way of specific or floating charge, or give other security on the whole or any part of the present and future undertaking of the Association.

#### **PART 17- ALTERATION OF CONSTITUTION AND BYLAWS**

- 17.1 The constitution and bylaws of the Association may be amended by special resolution. The text of any such special resolution must be included in the notice of general meeting. Such notice shall be given by the procedures by which notice of general meetings shall be given.

#### **PART 18- INDEMNIFICATION**

- 18.1 For the purpose of this Part 18:
- (a) “**Eligible Party**” means a current or former Director or Senior Manager of the Association, an individual who holds or held an equivalent position in a subsidiary of the Association, and an heir or personal or other legal representative of any of the foregoing.
  - (b) “**Eligible Proceeding**” means a legal proceeding (including a civil, criminal, quasi-criminal, administrative or regulatory proceeding) or investigative action, whether current, threatened, pending or completed, in which an Eligible Party by reason of holding or having held a position of current or former Director or Senior Manager of the Association or an equivalent position in a subsidiary of the Association.
  - (c) “**Expense**” includes costs, charges and expenses, including legal and other fees, but does not include Penalties.

- (d) “**Penalty**” means a judgment, penalty or fine awarded or imposed in or an amount paid in settlement of an Eligible Proceeding.

18.2 Subject to the provisions of the Societies Act and section 18.3, the Association may, and in the case of section 18.2(c), shall:

- (a) indemnify an Eligible Party against all penalties to which the Eligible Party is or may be liable in respect of an Eligible Proceeding;
- (b) pay the expenses actually incurred by an Eligible Party in respect of an Eligible Proceeding:
  - (i) after the final disposition of such proceeding; or
  - (ii) as they are incurred in advance of the final disposition of an Eligible Proceeding provided the Association has first received from such Eligible Party a written undertaking that, if it is ultimately determined that the payment of expenses is prohibited pursuant to the Societies Act or section 18.3, the Eligible Party will repay the amounts advanced;
- (c) pay, after the final disposition of an Eligible Proceeding, the expenses actually and reasonably incurred by an Eligible Party (other than a current or former Director or Senior Manager of a subsidiary of the Association or their heir or representative) in respect of such proceeding if the Eligible Party has not been otherwise reimbursed for such expenses and such party was not adjudged to have committed any fault or to have omitted to do anything that the Eligible Party ought to have done.

18.3 Subject to the provisions of the Societies Act, the Association shall not indemnify or pay the expenses of an Eligible Party in respect of an Eligible Proceeding if:

- (a) the Eligible Party did not act honestly and in good faith with a view to the best interests of the Association or a subsidiary of the Association, as the case may be;
- (b) the Eligible Proceeding is not a civil proceeding and the Eligible Party did not have reasonable grounds for believing that their conduct, in respect of which the Eligible Proceeding was brought, was lawful; or
- (c) such Eligible Proceeding is brought by or on behalf of the Association or a subsidiary of the Association unless the Supreme Court of British Columbia, on the application of the Association, approves the indemnification or payment of expenses.

### **PART 19- NOTICES**

19.1 Written notice may be given to a member or Director either personally by delivery, mail, email, fax, intranet or other means of electronic communication as determined by the Board of Directors from time to time.

- 19.2 A notice sent by mail to a member, Director or Senior Manager shall be deemed to have been given on the second day following that on which the notice was posted. In proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a post office receptacle with adequate postage affixed, provided that if there shall be, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mail, then such notice shall only be effective when actually received. Any notice to a member, Director or Senior Manager delivered by hand or sent by facsimile, e-mail, intranet or other means of electronic communication shall be deemed to have been given on the day it was so delivered or sent.

**PART 20- ADDRESS**

- 20.1 The address of the Association shall be c/o 2900 – 550 Burrard Street, Vancouver, British Columbia, V6C 0A3, or as otherwise determined by the Board of Directors from time to time.