



COMMUNITY SOCIAL SERVICES
Health & Safety Association of BC

BYLAWS

BOARD APPROVED – FEBRUARY 14, 2022

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SECTION 1. PREAMBLE

1.1 PURPOSE

The Community Social Services Health & Safety Association of BC (the Association) purpose is stated in the constitution. It is **to foster and promote safe and healthy workplaces in the community social services sector in British Columbia.**

The Association supports unionized and non-unionized employers registered under WorkSafeBC classification units:

- 766007: Counselling or Social Services;
- 766010: Life and Job Skills Training; and
- 766017: Residential Social Services Facility.

The Members may amend the classification units in these bylaws from time to time with a special resolution.

The Association achieves these by providing:

- research
- education and training
- best practices
- promotion, communication, information
- resources; and
- management and administration

1.2 INCORPORATION

This Association was incorporated in 2022 under the *Society Act (RSBC 1996)* as the Community Social Services Health & Safety Association of BC.

The *Society Act* was replaced by the *Societies Act* effective November 28, 2016.

1.3 LEGISLATION

- (a) The Association's actions are governed by the *Societies Act* and Regulations or any other act or regulations that may replace that legislation.

If there is a conflict between these bylaws and the legislation, the legislation prevails.

SECTION 2. INTERPRETATION

2.1 DEFINITIONS

“**Act**” see “*Societies Act*” below.

“**Affiliate Member**” means an individual or organization that supports the Association's purpose and that has been approved as a non-voting member in accordance with section 4.1.2 Affiliate members

“**Annual General Meeting**” (AGM) means the meeting of the members that the Association is required to convene each year in accordance with section 5.2 Annual General Meetings.

“**Annual Report**” means the report that must be filed with the Registrar within 30 days of the annual general meeting.

“**Board**” means the Board of Directors as appointed in accordance with section 7, Directors.

“Board report” or **“Directors’ report”** means the report given by the Chair at the annual general meeting on behalf of the Board that provides accountability on the activities of the past year and that may reflect on what is anticipated in the next year.

“Board Resolution” means a resolution:

- passed by a simple majority of the directors at a board meeting; or
- consented to in writing by a simple majority of the directors who would have been entitled to vote at a Board meeting.

“Bylaws” means these bylaws and any changes that are approved by the members and registered on the system operated by the Registrar for British Columbia.

“Conflict of interest” means a direct or indirect conflict that a director may have in a contract or transaction that could result in the creation of a duty or interest that materially conflicts with that director’s duty or interest as a director of the society (see Material conflict of interest” below).

“Consent Resolution” means a resolution that is sent in writing to all directors and is consented to (approved in a vote) in writing, in counterpart, by simple majority of the directors.

“Constitution” means the constitution filed with the Registrar and any changes that are approved by the members and the Registrar.

“Counterpart” means one of more copies of a document that are signed and then considered as though they were one document.

“Court” means the Supreme Court of British Columbia.

“CSS” means Community Social Services.

“Director” means a person who is appointed in accordance with section 7 Directors.

“Electronic meeting” means a fully electronic meeting or a partially electronic meeting;

- "fully electronic meeting" means a meeting in which persons are entitled to participate solely by telephone or other communications medium, and
- "partially electronic meeting" means a meeting in which persons are entitled to participate in person or by telephone or other communications medium.

“Executive Director” means the person engaged by the Board to manage the society’s activities and internal affairs (note: referred to in the *Societies Act* as the ‘senior manager’).

“Full Member” means the organizations representing employers and workers in the community social services sector in British Columbia.

“Fund(s)” means the monies administered by the Board.

“General Meeting” means a meeting of the members as described in section 5, Meetings of members.

“Honorary Member” means a person who has been recognized in accordance with section 4.3.3 Honorary Members:

“In good standing” means a member who has met their legal obligations to the Association.

“In person” means that the member is in the physical space where the meeting is being held or who is connected to the meeting in such a way that they can take all actions, including voting, as if they were in the physical space.

“In writing” means a hard copy (paper) document or soft copy file or text that is sent electronically by fax, email or other electronic means.

“Initial Members” means those individuals named as directors in the application for incorporation.

"Mailing address" means the registered office mailing address as set out in the society's statement of directors and registered office.

“Material conflict of interest” means a conflict in the context of:

- discussing an issue, information that could alter the discussion and / or the decision;
- accounting records, information that could alter the financial statements such that a reasonable person might notice the difference;
- preparing a review of the financial position, information that could noticeably alter the report on the Association's financial position and / or the results of its operations;
- conflict of interest for a director, the situation where it could be difficult for a director to separate the interests of the Association and their own in order to objectively consider the issue and vote in the best interest of the Association; and
- disclosure of a direct or indirect interest in a contract, transaction or matter, information that could affect the approval or rejection of a contract, transaction or matter.

“Member” means a person or organization that qualifies for membership in accordance with section 4 Membership and is approved by the Board for membership.

“Member in good standing” means a member who has complied with section 4.2 Member obligations.

“Officer” means a director who, following the annual general meeting, is elected or appointed by the Board to be the Board Chair, Vice-Chair, Treasurer or Secretary.

"Ordinary Resolution" means a resolution that is consented to by a simple majority of the members with voting rights.

“Policies” means the documents that set the framework for decisions and actions:

- taken by the Board (governance policies); and
- delegated to the senior manager for the administration of the operations (administrative policies).

“Quorum” means the minimum number of Members required to transact business at a general meeting (see section 5.1.2 Quorum for a general meeting) or the minimum number of directors required to transact business at a board meeting (see section 6.5.2 Proceedings of the Board, Quorum).

“Register of Directors” means the list of the directors including their names and contact information.

“Register of Members” means the list of members by class of membership, including their contact information as provided by the members.

“Registered Address” means in respect of a member, the member's address as recorded in the Register of Members and reported to the Registrar, and in respect to the Association, the address as registered with the Registrar.

"Registrar" means the Registrar of Companies of the Province of British Columbia.

"Representative" means the person authorized by a Member to act on its behalf.

“Senior Manager” means the Executive Director charged with the responsibility of managing the society's operations.

“Simple majority” means 50% plus one of those entitled to vote at the meeting.

“Society” means the Community Social Services Health & Safety Association of BC.

"Societies Act" means the *Societies Act* [SBC 2015] Chapter 18 as enacted or subsequently changed or any act that replaces that Act.

"Special Business" means:

- any business conducted at a special general meeting as outlined in the notice calling the meeting (see section 5.3 Special General Meetings); and
- any business conducted at an annual general meeting except adopting the rules of order, considering the financial statements, hearing the Board report, hearing the auditor's report (if any), electing directors, and appointing an auditor (if required).

"Special General Meeting" means a meeting of the members of the Association that is called between annual general meetings in order to deal with urgent matters that require the members' approval (see section 5.3 Special General Meetings).

"Special Resolution" means a resolution that:

- is passed at a general meeting by at least 2/3 of the votes cast in accordance with section 5.1.7 Voting at a general meeting; or
- is consented to in writing by 2/3 of the members with voting rights.

"Statement of directors and registered office" means the statement filed with the Registrar that sets out:

- the directors' full names and addresses; and
- the Association's delivery address and mailing address.

"Unfilled (director) position" (see also "vacant position") means a position on the Board:

- to which no director was appointed at an annual general meeting; and
- that may be filled only at the following annual general meeting.

"Vacant position" means a director position that was filled through appointment at an annual general meeting and that subsequently becomes vacant (see "Unfilled position").

"WorkSafeBC" (WSBC) means the Workers' Compensation Board of British Columbia.

Other words that are defined in the *Societies Act* have the same meaning in these bylaws as set out in the Act.

2.2 GRAMMAR

If a word is used in the singular, where it makes sense, it also means the plural.

2.3 PROCEDURES

Any procedures not covered in the legislation, regulations or these bylaws are governed by Robert's Rules as these apply to small organizations, by sound governance practices, and by any policies and procedures approved by the Board.

SECTION 3. REGISTERED OFFICE

The Association's:

- registered office is 800 – 555 Burrard Street, Vancouver, BC, V7X 1M8;
- delivery address is at the same location; and
- mailing address is at the same location.

The Board may change that address by:

- filing a notice of change with the Registrar; or
- including the change in the annual report filed with the Registrar after an Annual General Meeting.

The change of address is effective the day after the record has been filed with the Registrar.

SECTION 4. MEMBERSHIP

Only Members can amend this section and must do so with a special resolution approved by at least 75% of the votes cast.

The Board will:

- (a) set the grounds for approving, suspending and revoking membership (see section 4.5 Duration of membership);
 - (b) determine member obligations (see section 4.2 Member obligations) and member rights (see section 4.3 Member rights);
 - (c) set the amount of annual levy that they request WorkSafe BC levy on employers (see section 9.2 Revenues); and
 - (d) approve increases in the annual levy request where the increase is below the increase in the cost of living and will seek the approval from employer Full Members for any increases exceeding that amount.
- (e) inform the members of the annual levy at the annual general meeting.

4.1 MEMBERS

There are four classes of members:

- (a) Initial Members;
- (b) Full Members;
- (c) Affiliate members; and
- (d) Honorary Members.

4.1.1 Initial Members

The Initial Members are:

- (a) the individuals named as directors in the application for incorporation.

4.1.1 Full Members

Full Members are:

- (a) organizations that represent employers registered within the stated WorkSafe BC classification units; and
- (b) organizations that represent workers employed within the stated classification units.

4.1.2 Affiliate Members

Affiliate Members are:

- (a) organizations and associations whose mandates, missions or purposes align with, support, or complement the Association's purpose;
- (b) individuals who are supportive of the Association's purpose; and
- (c) whose application for Affiliate Membership has been approved by the Board.

4.1.3 Honorary Members

Honorary Members are:

- (a) individuals who have made an exceptional contribution to furthering the Association's Purpose; and

- (b) who have been recognized by the Board for that contribution

4.2 MEMBER OBLIGATIONS

Member representatives and Members:

- (a) must uphold the constitution and comply with these bylaws;
- (b) must comply with policies approved by the Board;
- (c) are bound by decisions made by the members or the Board; and
- (d) are liable for the payment of the levy, subscriptions and assessments levied in accordance with section 9.2 Revenues; but
- (e) are not liable for the Association's debts or liabilities.

Members who fail to meet their obligations:

- (a) will be considered to be not in good standing; and
- (b) may be held to account as described in section 4.5.1 Suspending a member or section 4.5.2 Expelling a member.

4.3 MEMBER RIGHTS

4.3.1 Full Members

Each Full Member has the right to:

- (a) nominate individuals for appointment to the Board;
- (b) requisition general meetings in accordance with section 5.3.2 Special general meeting, Requisitioned by members;
- (c) submit proposals for discussion at annual general meetings in accordance with section 5.1.6;
- (d) vote at general meetings;
- (e) ask that the review of the financial statements be read at the annual general meeting if a review has been conducted;
- (f) vote at meetings of any committee to which they are appointed;
- (g) inspect and receive copies of Association documents in accordance with section 11.5 Inspection of records;
- (h) gain access to those records in accordance with section 11.6 Access to the records; and
- (i) inspect registers of members and directors in accordance with section 11.7 Inspection of registers

4.3.2 Affiliate Members

Each Affiliate Member that is an organization:

- (a) is entitled to one representative;
- (b) must nominate, in writing, the representative who will act on their behalf;
- (c) may select this representative in any manner that is appropriate to their organization; and
- (d) may subsequently change the representative by notifying the Association of the change in writing.

Affiliate Member individuals and representatives:

- (a) do not have voting rights;
- (b) may participate in a general meeting;
- (c) may be appointed to a committee of the Board;
- (d) may review the Association's documents after giving reasonable notice;
- (e) may receive a copy of the constitution and bylaws; and
- (f) may receive a copy of the latest financial statement.

4.3.3 Honorary Members

Honorary Members who are also Full or Affiliate members:

- (a) retain all their rights and responsibilities as a Full or Affiliate Members;
- (b) remain subject to the same obligations as a Full or Affiliate members; and
- (c) gain any benefits they enjoy that have been granted as Honorary Members.

Honorary Members who are not also a Full or Affiliate member do not have the right to:

- (a) nominate individuals for appointment to the Board;
- (b) stand for appointment as a director;
- (c) be appointed as a director; or
- (d) vote at a general meeting.

4.4 APPLICATION FOR MEMBERSHIP

The Board:

- (a) will develop policies to guide the determination of qualification for membership;
- (b) will develop procedures for processing applications for membership; and
- (c) may delegate responsibility for processing applications to the Executive Director.

The applicant becomes a member when the application has been approved.

4.5 DURATION OF MEMBERSHIP

The Board may suspend, terminate, or consider reinstatement of a membership.

4.5.1 Suspending a member

The Board may:

- (a) suspend the membership of any member who is not in good standing;
- (b) reinstate the member when, in their sole opinion, the situation has been remedied.

4.5.2 Terminate membership

The Board may

- (a) terminate a membership on the basis of a deemed resignation if the member has not been in good standing for 120 days.

The Board must give the member:

- (a) not less than 14 calendar days' written notice of the time and place of the Board meeting at which the vote to suspend the membership is to be taken;
- (b) the reason(s) for the proposed suspension; and
- (c) the opportunity to speak at the Board meeting or provide a written submission of no more than 200 words before the Board votes on the resolution.

4.5.3 Expelling a member

The Members may expel a Full or Affiliate member if:

- (a) they consider that the Member's conduct is or could be harmful to the Association;
- (b) they consider that continuation of the membership would not be in the best interest of the Association;
- (c) the Member has willfully committed a breach of the bylaws; or
- (d) has egregiously failed to meet their obligations as described in section 4.2 Member obligations.

The Board must:

- (a) call a special general meeting to resolve the issue;
- (b) notify the Member in writing of the proposed expulsion;
- (c) deliver the notice not less than 14 calendar days before the meeting;
- (d) state the time and place of the special general meeting;
- (e) provide the reason(s) for the proposed expulsion; and
- (f) inform the Member proposed for expulsion of their right to address the Members in person or in writing.

The Full or Affiliate Member proposed for expulsion:

- (a) must notify the Secretary at least one working day before the meeting if they wish to address the Board;
- (b) must provide any written submission at least two working days before the meeting; and
- (c) may present a written statement (not to exceed 200 words); but
- (d) may not be present during the discussion or vote.

The Members:

- (a) will vote by ballot on a special resolution to revoke membership.

4.5.4 Reapplication for membership

The Board may, at its sole discretion, later consider an application for membership from an expelled member.

4.5.5 Termination of membership

Membership ends when the member:

- (a) no longer meets the qualifications for membership and has not received an extension from the Board in accordance with section 4 Membership;
- (b) ceases operating;
- (c) resigns in writing; or
- (d) is expelled.

The former member:

- (a) will not be refunded any part of the costs that have been paid; and
- (b) must pay all moneys owed to the Association when the membership terminates.

4.5.6 Member resignation

The Board:

- (a) may deem a member to have resigned if the member has not been in good standing for 120 days.

A member:

- (a) may resign by giving written notice to the Secretary; and
- (b) is liable for any money owing to the Association.

4.5.7 Changing a Member's representative

The Board may request that a Full or Affiliate Member change its representative if they consider that:

- (a) the representative's conduct is or could be harmful to the Association; and / or
- (b) the representative has willfully committed a breach of the bylaws and / or policies.

SECTION 5. MEETINGS OF MEMBERS

5.1 GENERAL MEETINGS

General Meetings must be held in British Columbia at a location selected by the Board.

5.1.1 Calling general meetings

The Board must:

- (a) provide written notice calling a general meeting;
- (b) give no less than 30 days' notice and no more than 60 days' notice in advance of the meeting;
- (c) select a place within British Columbia for the meeting;
- (d) state the time, place and reason for the meeting in the notice;
- (e) attach the agenda of the business to be transacted in the notice;
- (f) include the text of any special resolution;
- (g) send the notice to the members':
 - (i) email addresses where these have been provided; or
 - (ii) fax numbers, where these are available; or
 - (iii) address by regular post; and
- (h) post the notice on the society's website at least 21 days before the meeting and ending when the meeting is held.

The notice:

- (a) must be available to all members but if by mistake a member does not receive the notice, the meeting can be held and the proceedings at the meeting are valid; and
- (b) period can be waived or reduced if all members agree in writing.

A member:

- (a) may waive their entitlement to be notified of a general meeting; and
- (b) is deemed to have waived entitlement to notification if the member:
 - (i) is present at the meeting; unless
 - (ii) they are there to object that the meeting is not lawfully called.

5.1.2 Quorum for general meetings

Quorum:

- (a) is 17 members in good standing who either participate in the meeting or have voted in advance of the meeting;
- (b) must participate in the meeting or have voted in advance for the proceedings of a general meeting to be valid;
- (c) is not needed to elect a chair, or to adjourn a meeting, or end a general meeting; and
- (d) is needed for all other business.

If there is no quorum:

- (a) within 30 minutes from the time the meeting was set to start, the meeting:
 - (i) is terminated if it was requisitioned; or
 - (ii) stands adjourned if it was called until the same day in the next week, at the same time and in the same place.
- (b) within 30 minutes of the start time for the adjourned meeting:
 - (i) the voting Members present will constitute quorum for that meeting; and
- (c) during a general meeting:
 - (i) business in progress is suspended until quorum is again present; and
 - (ii) after 15 minutes, the meeting is terminated if it was requisitioned; or
 - (iii) after 15 minutes, the meeting stands adjourned if it was called until the same day in the next week, at the same time and in the same place.

5.1.3 Order of business at a general meeting

The order of business at all general meetings is:

- (a) electing the chair if necessary;
- (b) determining that there is a quorum;
- (c) confirming the Rules of Order to be used;
- (d) approving the agenda; and
- (e) dealing with unfinished business from the previous general meeting.

If the meeting is the annual general meeting, the order of business continues with:

- (a) approval of the minutes of the last general meeting;
- (b) considering the financial statements;
- (c) considering the auditor's report (if any);
- (d) receiving any other reports on directors' activities and decisions since the previous annual general meeting;
- (e) any Member Proposals;
- (f) appointing directors; and
- (g) appointing an auditor (if any).

If the meeting is a special general meeting, the order of business continues with:

- (a) dealing with special business included in the notice calling the meeting.

All general meetings conclude with:

- (a) adjourning the meeting.

5.1.4 Chairing a general meeting

The Board Chair will chair the general meetings.

If the Board Chair is unable to preside or is not present within 15 minutes of the start time in the notice, the meeting will be chaired by:

- (a) the Board Chair-Elect;
- (b) a director if the Board Chair-Elect is unable to preside; or
- (c) if none of these is available within 15 minutes of the time set for the meeting, the members present will elect a member to preside.

5.1.5 Participating in general meetings

All Members:

- (a) have the right to participate in all general meetings; and
- (b) may participate in the proceedings.

All Full Members:

- (a) may vote on all matters if the member is in good standing.

Members may participate in a general meeting:

- (a) in person;
- (b) by telephone; or
- (c) using any electronic communication medium as long as all meeting participants are able to communicate with each other.

5.1.6 Member proposals

Members may propose items to be included in the agenda for an annual general meeting.

The proposal must:

- (a) be submitted by a minimum of two of the voting Members;
- (b) include the names and signatures of the members making the proposal;
- (c) include one statement in support of the proposal to be included in the meeting notice;
- (d) include a description on the proposal that together with the statement for the notice does not exceed 200 words;
- (e) not be substantially the same as a proposal considered at a general meeting in either of the two previous calendar years; and
- (f) must be received by the Association no less than three days before the annual general meeting..

The Board must:

- (a) include the proposal in the notice calling the annual general meeting if it receives the proposal at least seven days before the notice is sent;
- (b) must state the proposal, the members submitting the proposal, and one statement from the proposers in support of the proposal;
- (c) must distribute the proposal in advance of the meeting such that members who will vote in advance may have sufficient time to do so;
- (d) must distribute the proposal if it is received at least three days before the meeting;

- (e) may decline the proposal if it is received three days or less before the meeting; and
- (f) may decline the proposal if it is substantially the same as a proposal considered at the annual general meeting in the previous two years.

5.1.7 Voting at a general meeting

Each Full Member in good standing:

- (a) exercises their right to vote through a representative;
- (b) must provide the name of the representative to the Secretary in writing in advance of any vote; and
- (c) may change their representative by notifying the Secretary in writing prior to any vote.

Voting by proxy is not permitted.

Full Members vote by:

- (a) show of hands, oral vote or any other method as long as the voters' intent is clear;
- (b) ballot:
 - (i) if the motion is with respect to an identifiable company or individual;
 - (ii) before or after a vote conducted as in (a) above, if the members present at the meeting vote by simple majority in favour of a ballot; or
 - (iii) at the direction of the chair; or
- (c) in advance of the meeting:
 - (i) if they have submitted their vote to the Secretary by mail, fax, email or other electronic means at least 48 hours in advance of the meeting.

Full Members who choose to vote in advance of a general meeting:

- (a) may vote on some or all of the motions being proposed;
- (b) must submit their vote in writing; and
- (c) must ensure that the Secretary receives their vote(s) at least 48 hours before the meeting.

5.1.8 Voting results

If a vote does not have the majority required:

- (a) the chair does not have a second or casting vote; and
- (b) the proposed resolution does not pass.

The Chair must announce the outcome of each vote.

The Secretary will record the motion and results in the minutes of the meeting.

5.1.9 Adjourning a general meeting

A general meeting may be adjourned.

If a general meeting is adjourned, the Board must send a new notice if:

- (a) the meeting is adjourned for more than 10 calendar days; or
- (b) new items of business will be added to the agenda.

5.1.10 Changes approved at a general meeting

A change that is approved at a general meeting:

- (a) that alters the constitution or bylaws, goes into effect when it is uploaded onto the Registrar's system; and
- (b) does not invalidate any prior act that would have been valid if the change had not been made.

5.2 ANNUAL GENERAL MEETINGS

5.2.1 Timing of the annual general meeting

The Board:

- (a) must approve the financial statements no more than 90 days after the end of the financial year of the report; and
- (b) must hold the annual general meeting no later than six months after the end of the financial year that is being reported on in the financial statements.

5.2.2 Ordinary business

Ordinary business at the annual general meeting is the:

- (a) adoption of the rules of order;
- (b) consideration of the financial statements;
- (c) consideration of the Directors' Report and any other reports from the directors;
- (d) business arising out of any directors' report that does not require a special resolution;
- (e) consideration of any auditors' reports;
- (f) appointment of directors; and
- (g) appointment of an auditor.

At the annual general meeting, the Board must present:

- (a) the annual financial statements; and
- (b) the annual report.

At the annual general meeting, the members:

- (a) may adopt any changes to the rules of order;
- (b) must consider the financial statements and the annual report;
- (c) may appoint members to be directors; and
- (d) must consider and vote on any special resolutions that were included with the notice calling the meeting.

5.2.3 Requesting items for inclusion on the agenda for an annual general meeting

Members may ask that item(s) be added to the agenda.

The item:

- (a) must be submitted by a minimum of 5% of the Members;
- (b) must include the names and signatures of the Members making the proposal;
- (c) must include one statement in support of the proposal to be included in the meeting notice;
- (d) must include a description on the proposal that together with the statement for the notice does not exceed 200 words; and
- (e) must not be substantially the same as a proposal considered at a general meeting in either of the two previous calendar years;

- (f) will be included on the agenda distributed before the meeting if it is received up to 24 hours before the meeting notice is distributed;
- (g) may be put forward as a motion to amend the agenda when the motion to approve the agenda is tabled at the start of the meeting; and
- (h) may be added during the meeting if proposed, seconded and approved by a 2/3 majority

5.2.4 Adjourning an annual general meeting

The Chair:

- (a) may adjourn the meeting; and
- (b) must adjourn a meeting if so-directed by a simple majority of the voting members present.

Business at an adjourned meeting is restricted to the unfinished business from the adjourned meeting.

Unless the meeting is adjourned for 30 days or more, the Board does not have to give notice of the:

- (a) adjourned meeting; or
- (b) the business to be transacted at the adjourned meeting.

5.3 SPECIAL GENERAL MEETINGS

5.3.1 Called by the Board

The Board:

- (a) may call a general meeting at any time to deal with item(s) that cannot be delayed until the next annual general meeting;
- (b) must provide notice of the meeting no more than 60 days before and no less than 14 days before the meeting;
- (c) must send the notice of the meeting to all voting members;
- (d) may send the notice by email;
- (e) will send the notice to the:
 - (i) email addresses in the Register of Members, or
 - (ii) the mail address where there is no email address.

The proceedings at the meeting are valid even if the Board accidentally omits to send the notice to a voting member or if the member does not receive the notice.

5.3.2 Requisitioned by members

Voting Members may requisition a general meeting.

The requisition:

- (a) must be submitted by at least two Full Members;
- (b) must show the names and signatures of the requisitionists;
- (c) must state the business to be discussed in no more than 200 words, including any special resolution the requisitionists wish to have considered;
- (d) may be made in a single record or may be several records in similar form;
- (e) must be delivered to the Association's registered address; and

- (f) must be sent to all directors.

The Board:

- (a) must call the meeting within 21 days of receiving the requisition or, failing to do so, the majority of the requisitionists may call the meeting;
- (b) must hold the meeting within no more than 60 days after receiving the requisition;
- (c) must send the notice in the same manner as if they had called the meeting; and
- (d) must conduct the meeting for the sole purpose stated in the requisition.

The society will reimburse the requisitionists for actual costs reasonably incurred unless the members vote not to do so by an ordinary resolution at the meeting.

5.3.3 Ordered by the court

The court may order that a general meeting be held:

- (a) at the request of a voting member or a director; or
- (b) for any reason the court considers appropriate.

The court:

- (a) will direct how the meeting will be called, held and conducted;
- (b) will specify the notice, date, time, location and manner; and
- (c) may order that the quorum be varied or dispensed with at the meeting.

SECTION 6. BOARD

6.1 BOARD DUTIES

The Board oversees the management of the Association's activities and internal affairs.

The Board will:

- (a) administer all the affairs of the Association;
- (b) provide strategic direction to the Association;
- (c) oversee the Association's operations;
- (d) oversee the financial viability of the Association and set the budget;
- (e) establish terms of reference for all committees of the Board;
- (f) appoint the members of the committees; and
- (g) employ an Executive Director and may change or add to that title.

The Board:

- (a) may not delegate the responsibility for:
 - (i) setting and approving the budget;
 - (ii) approving the financial statements; or
 - (iii) approving, suspending or revoking membership.

6.2 BOARD POWERS

The Board:

- (a) has the power to deal with all Association business between general meetings

- (b) must comply with all laws affecting the Association, these bylaws and any policies or procedures that are passed at a general meeting; and
- (c) may establish policies and procedures for the sound governance of the Association and the efficient administration of the operation.

6.2.1 Validity of acts

The Board's acts:

- (a) are valid:
 - (i) for the purpose of appointing directors to fill vacancies even if there are fewer than a quorum;
 - (ii) if they comply with the governance documents that were in place at the time; and
 - (iii) remain valid even if the governance is subsequently changed.
- (b) are not invalid because of a defect in how director(s) were appointed.

6.2.2 Delegation

The Board may:

- (a) delegate Board responsibilities to the Executive Director; and
- (b) delegate tasks and responsibilities to individual directors, committees, and the Executive Director.

6.3 BOARD COMPOSITION

The Board will be composed of 17 directors including the Board Chair, the Board Chair-Elect, and a director representing WorkSafe BC:

- (a) seven directors representing employers
 - (i) four nominated by organizations representing employers with at least some unionized workers; and
 - (ii) three nominated by organizations representing employers that have no unionized workers.
- (b) seven directors representing workers
 - (i) five nominated by organizations representing unionized workers; and
 - (ii) two nominated by organizations representing employers that have non-unionized workers to represent non-unionized workers;
- (c) two directors serving as Board Chair and Board Chair-Elect
 - (i) nominated by the Board directors; and
- (d) one director representing WorkSafe BC
 - (i) appointed by the Board.

All efforts will be made to have representation, among directors, for both employers and workers providing services to Indigenous communities within the sector.

The director representing WorkSafe BC will have all the:

- (a) responsibilities of a director; and
- (b) rights of a director except voting rights.

The Board composition will respect the Board Matrix as outlined in policy.

The Board Matrix will reflect the streams in the Sector (Community Living, Indigenous, and General Services) and the qualities, skills and experience required for the Board as a whole.

The Executive Director:

- (a) supports the Board;
- (b) attends Board meetings; and
- (c) does not have voting rights.

6.4 COMMITTEES OF THE BOARD

6.4.1 Establishing committees

The Board:

- (a) may establish standing and *ad hoc* committees to carry out tasks;
- (b) will establish terms of reference for each committee;
- (c) may appoint the chair and / or the members of each committee; and
- (d) will include at least one director to be on the committee and liaise with the Board.

The committees:

- (a) may elect the chair if the Board has not done so;
- (b) may meet and adjourn as they think proper; and
- (c) must report in a timely way to the Board on their activities, expenditures and outcomes.

6.4.2 Executive Committee

The Executive Committee:

- (a) consists of the Board Chair, Board Chair-Elect, Secretary, Treasurer, immediate Past-Board Chair;
- (b) is chaired by the Board Chair;
- (c) is supported by the Executive Director;
- (d) carries out all human resource related functions;
- (e) advises the Board on the organization structure and salary ranges for the operations;
- (f) conducts the annual assessment of the Executive Director performance;
- (g) set the goals for the next period;
- (h) acts as ombudsperson for any concerns raised about the Executive Director; and
- (i) conducts annual assessments of Board performance and member satisfaction.

6.4.3 Finance Committee

The Finance Committee:

- (a) consists of the Board Chair, Board Chair-Elect and Treasurer;
- (b) is chaired by the Treasurer;
- (c) is supported by the Executive Director;
- (d) drafts the budget for the upcoming year; and
- (e) reviews any reviews of the financial statements and makes recommendations to the Board on these.

6.4.4 Governance Committee

The Governance Committee:

- (a) consists of the Board Chair-Elect, and two directors selected by the Board;
- (b) is chaired by the Board Chair-Elect;
- (c) can engage advisors;
- (d) is supported by the Executive Director;
- (e) develops, reviews, and as required, proposes amendments to the constitution, bylaws, policies and any other governance documents;
- (f) advises the Board on governance issues and risks;
- (g) supports the Board in conducting strategic planning and creating the operating plan;
- (h) ensures that the Board and Executive Director are knowledgeable about governance;
and
- (i) assesses and reports to the Board on governance practices.

The Board Chair sits *ex officio* on the Governance Committee.

6.4.5 Nominations Committee

The Nominations Committee consists of:

- (a) three directors who are not standing for appointment;
- (b) liaises with the organizations submitting nominations for directors; and
- (c) manages the process of ensuring that the Board will have the required skills, knowledge and experience it requires.

6.4.6 Board advisory councils

The Board:

- (a) may strike an advisory council to provide on-going advice and assistance or on an issue-by-issue basis.

The advisory council:

- (a) may raise items or risks to the Board's attention;
- (b) may be tasked with investigating items or potential items by the Board;
- (c) will provide advice to the Board on items they or the Board raises with them; and
- (d) may be tasked by the Board to carry out other activities.

6.4.7 Ad Hoc Committee

The Board:

- (a) may establish ad hoc committees.

The *ad hoc* committee:

- (a) will carry out the tasks and duties assigned to them by the Board;
- (b) will make recommendations to the Board;
- (c) has no power to make decisions or take action; and
- (d) must report regularly and in a timely way to the Board on their activities, expenditures and outcomes.

6.5 PROCEEDINGS OF THE BOARD**6.5.1 Board Meetings**

The Board may meet at any location in BC that the Board considers to be suitable or in a virtual manner as the Board considers appropriate.

6.5.2 Quorum

A quorum of the Board is a simple majority of the directors.

Directors who are unable to attend a meeting:

- (a) should notify the Secretary if they are unable to attend the meeting;
- (b) must register any advance vote(s) with the Board Chair or Secretary; and
- (c) are then considered to be participating in the meeting for the purpose of a quorum.

6.5.3 Calling a meeting

The Chair:

- (a) may call a meeting of the Board at any time;
- (b) must call at least one meeting in each financial quarter; and
- (c) may move a meeting *in camera* during a meeting.

The Board:

- (a) may set the time and date of Board meetings for the upcoming year at the first meeting of the Board after the annual general meeting.

Any two directors:

- (a) can require the Secretary to convene a Board meeting;
- (b) must make the request in writing; and
- (c) must give the reason(s) for the meeting.

The Secretary:

- (a) must convene the meeting within 14 calendar days of receiving the request (see section 11.9.2 Receiving records).

A majority of the directors who requested the meeting:

- (a) can call the meeting if the meeting has not been held by the 14th day; and
- (b) must hold the meeting within 30 calendar days of the request being received.

6.5.4 Meeting notice

The Secretary:

- (a) must send notice of a Board meeting at least five working days in advance of the meeting;
- (b) does not have to send a meeting notice to:
 - (i) a newly appointed director if the meeting is held immediately after the meeting at which the director was appointed; and
 - (ii) a director during any period when they are absent from British Columbia.

The directors may waive the notice period if all agree.

6.5.5 Chairing the meeting

The Board Chair will chair the Board meetings.

Board Chair-Elect will chair the meeting if the Board Chair is not present 15 minutes after the meeting was scheduled to start.

The directors may choose a director who is present to chair the meeting if neither the Board Chair nor the Board Chair-Elect is then present.

6.5.6 Participating in the meeting

Directors:

- (a) can participate in person, by telephone or by any other communication medium as long as all members are able to communicate with each other;
- (b) are considered to be present at the meeting regardless of how they participate; and
- (c) who are unable to participate cannot send a substitute but may vote on motions in advance.

Other Member representatives:

- (a) may be present at a Board meeting; and
- (b) may address the Board if:
 - (i) they make a request in writing;
 - (ii) the request is delivered to the Board Chair at least five working days before the meeting in question; and
 - (iii) the Board Chair, with the advice of the officers, approves the request.

6.5.7 Voting at a Board meeting

Directors:

- (a) may vote on resolutions at a Board meeting;
- (b) in advance of a Board meeting; or
- (c) by a consent resolution.

Resolutions:

- (a) are passed by:
 - (i) a simple majority of the directors; or
 - (ii) special resolution if required in these bylaws; or
- (b) if passed as consent resolutions, will be read into the minutes of the following Board meeting.

Votes cast in advance of the meeting:

- (a) must be received by the Board Secretary at least 24 hours in advance of the meeting; and
- (b) will be counted as if the Director were participating in person at the meeting.

Voting In person at a meeting:

- (a) is normally by a show of hands;
- (b) will include votes cast in advance of the meeting; and
- (c) may be by written ballot if:
 - (i) required by the bylaws or
 - (ii) requested by a majority of the directors.

Voting in an electronic meeting:

- (a) is normally by poll; and
- (b) may be an anonymous poll if required or requested.

If a vote is tied:

- (a) the Board Chair does not have a second or casting vote; and
- (b) the resolution does not pass.

SECTION 7. DIRECTORS

7.1 DIRECTOR DUTIES

Directors:

- (a) will carry out the normal duties of such a position;
- (b) will carry out their duties in accordance with section 7.2 Fiduciary expectations;
- (c) may be tasked with chairing a standing or *ad hoc* committee; and
- (d) will perform other duties as the Board may assign from time to time.

With the exception of the Board Chair and the director representing WorkSafe BC, each officer and director:

- (a) will be responsible with another officer / director for liaising with up to two Full Members to:
 - (i) provide information on items that could or will impact on the Association generally and / or on the assigned members;
 - (ii) seek input from the assigned members on any items that could or will impact on their ability to meet the requirements for membership; and
 - (iii) identify items to raise with the Board that could or will impact the Association generally and / or the assigned members.

7.2 FIDUCIARY EXPECTATIONS

The directors must:

- (a) act honestly and in good faith with a view to the best interests of the society;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with this Act and the regulations;
- (d) subject to paragraphs (a) to (c), act in accordance with these bylaws.
- (e) without limiting the above, act with a view to the society's purpose.

Nothing in a contract or the bylaws relieves a director from:

- (a) the duty to act in accordance with the Act and the regulations; or
- (b) liability for any negligence, default, breach of duty or breach of trust.

7.3 CONFLICT OF INTEREST

A director may have a 'material conflict of interest' in accordance with section 2.1 Definitions, Material Conflict of Interest.

7.3.1 Disclosure of a material conflict of interest

The director:

- (a) must disclose fully and promptly to the other directors the nature and extent of the interest;
- (b) abstain from voting on the contract, transaction or matter under consideration;
- (c) leave the directors' meeting, if any, when the issue is discussed;
- (d) may be present to provide information;
- (e) must not act in any way to influence the discussion or vote; and
- (f) is counted as being present for quorum.

If all directors have a conflict of interest, clauses (b) through (e) do not apply.

7.3.2 Determination of a material conflict of interest

The Board:

- (a) will consider any submission from a Member or a director who raises a question on a director's conflict of interest;
- (b) will inform the director of the report and investigation;
- (c) will provide an opportunity for the director to provide relevant information; and
- (d) will in their sole and final judgement, determine whether or not there is a material conflict of interest.

A director who is contracted to perform paid work for the society and:

- (a) who will make a profit on the contract, must declare the conflict in advance;
- (b) who does not declare a conflict of interest in advance;
 - (i) must pay an amount equal to any profit; or
 - (ii) does not have to pay any penalty if after disclosure, the contract or transaction is approved by the Board or by a special resolution by the members.

7.3.3 Records of material interest

The disclosure of interest must be recorded in:

- (a) the minutes of the Board meeting where the conflict of interest was disclosed; or
- (b) the consent resolution of directors with respect to the conflict of interest.

7.4 APPOINTMENT TO THE BOARD

7.4.1 Nominations for Board positions

All those who serve on the Board are considered to be directors.

7.4.1.1 Nominations for the Board Chair

The Board Directors:

- (a) will seek nominations for candidates for the position of Board Chair immediately following the annual general meeting at which they are appointed or continue to serve;
- (b) must obtain the candidates' written consent to stand for appointment as the Board Chair;
- (c) must obtain a statutory declaration from the nominees that they meet the qualifications in section 7.4.2 Qualifications for all directors;
- (d) must ensure that the nominees:
 - (i) are neutral with no current affiliation;

- (ii) have no connection to any Full members that could potentially place them in a conflict of interest position (see section 2.1 Definitions);
- (iii) have sound experience chairing non-profit boards of directors;
- (iv) have the presence required to represent the Association;
- (v) are knowledgeable about and understand the Community Social Services Sector;
- (vi) are willing to dedicate the time and effort required; and
- (vii) that in composite, the Board fulfils the requirements of the Board matrix, supports all policies related to Values, and follows all procedures approved by the Board.

7.4.1.2 Nominations for Board directors

The Board:

- (a) will issue a call to the Full Members in good standing for nominations for director positions; and
- (b) will send the call concurrent with the notice calling the annual general meeting.

The nominating Full Member:

- (c) must obtain the individual's written consent to stand for appointment as a director;
- (d) provide documentation certifying that the individual is qualified to hold office; and
- (e) submit the nomination to the Secretary of the Board at least two working days before the annual general meeting.

7.4.2 Qualifications for all directors

A director, including the Board Chair, must:

- (a) be at least age 18;
- (b) not have been found to be incapable of managing his or her own affairs by any court in Canada or elsewhere;
- (c) not be an undischarged bankrupt;
- (d) not have been convicted in any jurisdiction of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:
 - (i) the court orders otherwise;
 - (ii) 5 years have elapsed since the last to occur of:
 - the end of the period set for suspension of the passing of sentence without a sentence having been passed,
 - the imposition of a fine,
 - the end of the term of imprisonment, and
 - the end of the term of any probation, or
 - (iii) a pardon was granted or issued, or a record suspension was ordered, under the Criminal Records Act (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect:
- (e) have agreed in writing to serve on the Board; and
- (f) be appointed in accordance with these bylaws.

A director:

- (a) must resign immediately if at any point they:

- (i) declare that they are no longer qualified; or
- (ii) the Board deems that they have ceased to be qualified.

7.5 DIRECTORS' TERMS OF OFFICE

Directors:

- (a) are appointed at an annual general meeting;
- (b) appointed at the first annual general meeting following approval of these bylaws will be appointed with a third being appointed for one year, a third for two years and a third for three years (see diagram below)
- (c) may not serve for more than two consecutive three-year terms of office with the exception of:
 - (i) if the Chair is asked to serve as Past-Board Chair, the person may serve in that capacity for an additional year;
 - (ii) those appointed to a one-year-term at the first annual general meeting following approval of these bylaws who may serve for an additional year;

Full Members may request an extension of this time limitation.

Annual General Meetings										Years served		
2022	2023	2024	2025	2026	2027	2028	2029	2030	2031			
1/3 Dir 1st	2nd			1/3 directors 1st			2nd			4	6	
1/3 Dir 1st	2nd			1/3 directors 1st			2nd			5	6	
1/3 Dir 1st	2nd			1/3 directors 1st			2nd			6	6	
Terms of office												

7.6 OFFICERS TERMS OF OFFICE

At the first meeting following the annual general meeting, the Board directors:

- (a) will begin proceedings to appoint two Board Chairs, one with a term of office of one year and a second with a term of two years; and
- (b) will appoint all other officer positions for a period of 1 year (renewable).

The Board Chair:

- (a) will serve the first year as Board Chair-Elect;
- (b) will serve the second year as Board Chair; and
- (c) may serve an additional year (*ex officio*) as Past Board Chair.

7.7 RESIGNATION OF A DIRECTOR

A director who intends to resign:

- (a) must do so in writing; and
- (b) must stipulate if the resignation is effective:
 - (i) when the Board receives the resignation;
 - (ii) on a specified date; or
 - (iii) on the occurrence of a specified event.

The Board can deem a director to have resigned from the Board if:

- (a) the director has not attended at least 60% of the Board meetings in any 12-month period;

- (b) the director has not attended three consecutive Board meetings without a reason that the Board considers to be valid;
- (c) the member they represent is not a member in good standing for a period of 12 months; or
- (d) the member the director represents ceases to be a member.

7.8 REMOVAL OF A DIRECTOR

The Full Members can remove a director if:

- (a) they consider that the director's conduct has been contrary to the best interests of the Association.

The Board must give the director:

- (a) not less than 14 calendar days' written notice of the time and place of the general meeting at which the vote is to be taken;
- (b) the reason(s) for the proposed expulsion; and
- (c) the opportunity to speak to the Members and / or provide a written submission before the Board votes on the resolution.

The appellant:

- (a) may present a written statement (not to exceed 200 words) or may speak to the membership; but
- (b) may not be present during the discussion or vote.

The Board must:

- (a) send a notice to the members calling a general meeting;
- (b) include the text of the special resolution and the reason(s) for the proposed removal; and
- (c) include the written statement from the director in question if it is received before the Board sends out the notice.

The Members:

- (a) will vote by ballot.

7.9 FILLING A VACANT POSITION

The Board may request the Member to nominate an individual to fill a vacancy in their representation that is created:

- (a) under section 7.7 Resignation of a director;
- (b) under section 7.8 Removal a director; or
- (c) if the director dies.

The appointed director:

- (a) must meet the qualifications in section 7.4.2 Qualifications for all directors;
- (b) serves until the next annual general meeting; and
- (c) may be nominated for appointment following the end of the appointment to fill a vacant position.

7.10 PROTECTION OF DIRECTORS

7.10.1 Liability of directors

A director is not liable for the consequences of any decision or action if they:

- (a) carried out the duties reasonably and in good faith; and
- (b) relied on:
 - (i) the financial statements;
 - (ii) a financial review report;
 - (iii) written report from a qualified professional;
 - (iv) a statement of fact from another director; or
 - (v) any information a court considers provides reasonable grounds for the actions.

The Board will purchase and maintain insurance to protect the directors and the Executive Director against any liability that may be incurred by having been a director or the Executive Director.

7.10.2 Indemnification

The Board will:

- (a) indemnify the directors against all penalties in respect of a legal proceeding or investigative action;
- (b) purchase indemnification insurance; and
- (c) pay expenses actually and reasonably incurred.

7.11 REMUNERATION

The Board Chair will be paid for serving in that capacity.

The compensation will be in line with that paid to board chairs in comparable non-profit societies.

No other director will be paid for serving on the Board.

Directors will be reimbursed for all necessary and reasonable expenses that they incur as directors.

SECTION 8. OFFICERS

8.1 OFFICER POSITIONS

The Officers are the:

- (a) Board Chair;
- (b) Board Chair-Elect;
- (c) Secretary;
- (d) Treasurer; and
- (e) Immediate Past-Board Chair.

The Board may combine the duties of the Secretary and Treasurer into a Secretary-Treasurer position.

8.2 OFFICERS' DUTIES

8.2.1 Board Chair

The Board Chair:

- (a) chairs the Board and general meetings;

- (b) provides leadership and direction to the Board and committees;
- (c) may move or second a resolution;
- (d) may delegate responsibilities to directors;
- (e) sits as an ex officio member on all committees;
- (f) represents the Association in public presentations; and
- (g) performs such other duties as the Board may determine from time to time.

8.2.2 Vice-Chair

The Board Chair-Elect will serve as Vice-Chair.

In that capacity, the Board Chair-Elect:

- (a) carries out the Board Chair's duties if the Chair is absent or otherwise unable to act; and
- (b) performs such other duties as the Board may determine from time to time.

8.2.3 Secretary

The Secretary:

- (a) is responsible for the Board and Association's correspondence;
- (b) issues notices of general meetings and board meetings;
- (c) takes and stores minutes of board and general meetings;
- (d) has custody of all the Association's records and documents except those kept by the treasurer; and
- (e) maintains the register of members.

If the secretary is absent from a meeting, the chair will appoint another person to assume the duties for the meeting.

8.2.4 Treasurer

The Treasurer:

- (a) ensures that the financial records, including books of account, are kept in accordance with legally required standards;
- (b) provides financial reports to the Board when required;
- (c) ensures that all accounts receivable and accounts payable are attended to in a timely manner;
- (d) ensures that all funds are properly secured;
- (e) prepares or has the financial statements prepared in compliance with the Societies Act;
- (f) provides financial statements to the Board, members and others as required; and
- (g) present the annual financial statements for the preceding year at the annual general meeting.

8.3 ELECTION OF OFFICERS

The Board:

- (a) will elect the Officers at the first board meeting after the annual general meeting; and
- (b) may elect a director to serve in an officer position more than once.

The Past-Board Chair serves *ex officio* so does not require appointment to the Board or election as an officer.

8.4 RESIGNATION OF AN OFFICER

If an Officer resigns from an officer position and remains on the Board, the Board:

- (a) must assign the officer duties to another director.

If an Officer resigns from the officer position and leaves the Board, the Board:

- (a) may fill the position in accordance with section 7.9 Filling a vacant position.

8.5 REMOVAL OF AN OFFICER

The Board:

- (a) can remove a director from an officer position; but
- (b) cannot remove a director from the Board (see section 7.4 Appointment to the Board).

To remove an Officer, the Board must:

- (a) notify the Officer of the proposed removal;
- (b) call a Board meeting;
- (c) distribute the resolution for removal at least seven days before the meeting;
- (d) hear and / or read any presentation from the Officer in question before voting;
- (e) pass the resolution with a 2/3 majority;
- (f) send a copy of the resolution to the Director; and
- (g) appoint a replacement officer for the remainder of the term.

SECTION 9. FINANCE

9.1 FINANCIAL YEAR

The financial year is from April 1st to March 31st .

9.2 REVENUES

The Association will collect sufficient revenues from the employers to cover operating expenditures as approved in the budget.

The Board:

- (a) may approve an increase in the annual levy for the upcoming year in accordance with section 4, Membership introduction (d);
- (b) will reflect the decision on the levy in the budget for the upcoming year at a Board meeting to be held within two months of taking office; and
- (c) will work with WorkSafe BC for the collection of the funds through a levy on the employers.

The Association:

- (a) may charge fees for specific events; and
- (b) may vary the fees by class of membership and for non-members.

9.3 BANKING

All Association funds will be deposited:

- (a) in a financial institution that,

- (i) is regulated by the Superintendent of Financial Institutions;
 - (ii) carries on a banking business; and
 - (iii) is selected by the Board; and
- (b) to the credit of the Association.

9.4 PAYMENT OF ACCOUNTS

Any two of the following must approve each payment from the account:

- (a) Board Chair;
- (b) Vice-Chair;
- (c) Secretary
- (d) Treasurer / Secretary-Treasurer; and
- (e) Past Board Chair.

The Board:

- (a) may delegate the authority to spend to the Executive Director if:
 - (i) the expense has been approved in the budget; and
 - (ii) the expense is within the limits set in Board policy.

9.5 BORROWING POWERS

Within limits set by the Full Members the Board may at their discretion:

- (a) borrow money; and
- (b) issue bonds, debentures, notes or other evidences of debt obligations
 - (i) at any time;
 - (ii) to any person; and
 - (iii) for any consideration.

9.6 FINANCIAL STATEMENTS

The Board, at each annual general meeting:

- (a) must present the financial statements for the period;
 - (i) beginning immediately after the end of the preceding financial year,
 - (ii) ending not more than six months before the annual general meeting at which the financial statements are presented, and
 - (iii) the financial review report, if any, on those financial statements.

9.7 AUDIT OF ACCOUNTS

The society:

- (a) is not required to have an audit conducted on the financial statements; but
- (b) will have the financial statements reviewed to the standard set for not-for-profit organizations in British Columbia.

If the society does appoint an auditor:

- (a) the person must be a member of, or is a partnership whose partners are members of:
 - (i) a Provincial or Territorial Institute/Ordre of Chartered Accountants within Canada, or

- (ii) the Certified General Accountants Association of British Columbia, or
- (b) the person is certified by the Auditor Certification Board
- (c) must be independent as defined in the Act;
- (d) must be and remain qualified;
- (e) must prepare a report for presentation to the Members at the annual general meeting;
- (f) is entitled to attend the annual general meeting;
- (g) must be prepared to answer questions raised at the annual general meeting; and
- (h) must resign or may be removed by the society if no longer qualified.

SECTION 10. ADMINISTRATION

10.1 EXECUTIVE DIRECTOR

The Board:

- (a) will employ a senior manager, to be known as the Executive Director, to manage the Association's day-to-day operational activities and internal affairs;
- (b) must ensure that the Executive Director meets the same qualifications as the directors both when the person is hired and during the entire time of employment (see section 7.4.2 Qualifications for all directors); and
- (c) will provide the Executive Director with the same protections as provided for the directors (see section 7.10 Protection of Directors).

The Executive Director:

- (a) must adhere to the same provisions as in sections 7.4.2 Qualification for all directors, 7.1 Director duties, and 7.10 Protection of Directors.

10.2 EXECUTIVE DIRECTOR'S DUTIES

The Executive Director:

- (a) reports to the Board but is not a member of the Board;
- (b) provides support to the Board and committees of the Board;
- (c) provides information and advice to the Board and committees;
- (d) attends all Board meetings;
- (e) participates in discussions in Board and Committee meetings;
- (f) may attend a committee meeting at the request of the committee chair;
- (g) cannot vote on any Board or committee motions; and
- (h) performs such other duties as the Board may determine from time to time.

The Executive Director:

- (a) is responsible for managing the day-to-day operations of the society; and
- (b) carries out the duties of the position within the policies established by the Board and decisions taken by the Board;

SECTION 11. SOCIETY RECORDS

11.1 RECORDS TO BE KEPT

The society will keep two kinds of records, those that:

- (a) relate to the formation of the society, from official bodies, and the composition of the society; and
- (b) relate to the operation of the society

11.1.1 Foundational records

The society must keep records related to its formation, registers of members and directors and records related to the society as a whole:

- (a) the certificate of incorporation as a society;
- (b) certified copies from the Registrar of the:
 - (i) constitution;
 - (ii) bylaws;
 - (iii) statement of directors; and
 - (iv) statement of the society's office;
- (c) copies of records from the Registrar, other than in response to a request;
- (d) orders from any:
 - (i) court or tribunal, and
 - (ii) government body, agency or official;
- (e) the register of directors with their contact information;
- (f) consents to act as director, declarations of conflict of interest and resignations;
- (g) disclosures of interest by directors or the Executive Director;
- (h) register of members, by classes of members with contact information;
- (i) the minutes of general meetings, including the text of each resolution passed;
- (j) consents to resolutions received from Members in the case of consent resolutions;
- (k) the financial statements; and
- (l) reviews of the financial statements.

11.1.2 Operational records

The society must keep records of its operations:

- (a) the minutes of each meeting of directors, including:
 - (i) a list of the directors present, and
 - (ii) the text of each resolution passed at the meeting
- (b) a copy of each consent resolution and a copy of each of the consents;
- (c) accounting records of each transaction that materially affected the financial position; and
- (d) audit reports.

11.2 DISPOSAL OF RECORDS

The society may dispose of records that:

- (a) were created or last altered more than 10 years previously; and

(b) are no longer relevant to the activities or internal affairs of the society.

11.3 LOCATION OF RECORDS

The society will keep non-electronic and electronic records at the society's registered office.

The Board may approve other location(s) at which some or all of the records may be kept.

If there are records that are not kept at the registered office, the society must have a written notice at the registered office showing the location(s) and the records that are stored there.

11.4 MAINTENANCE OF RECORDS

The society will take reasonable precautions in preparing and keeping the records to:

- (a) keep the records in a complete state;
- (b) avoid loss, destruction or damage to the records;
- (c) prevent tampering with the records; and
- (d) make access simple, reliable and prompt.

11.5 INSPECTION OF RECORDS

The directors, members and other authorized persons must be able to inspect the books and records at all reasonable times.

11.5.1 Directors

Directors may, without charge, inspect any society record in section 11.1 Records to be kept.

11.5.2 Members

Members may, without charge, inspect:

- (a) the records listed in section 11.1 Records to be kept;
- (b) directors' disclosures of interest;
- (c) Board meeting minutes;
- (d) consent resolutions;
- (e) accounting records that affect the financial position; and
- (f) financial statements.

11.5.3 Public

A member of the public:

- (a) is not entitled to access any of the society's records.

11.6 ACCESS TO THE RECORDS

The Board may set:

- (a) a reasonable period of notice; and
- (b) reasonable restrictions on the times for the inspection.

11.6.1 Access by members

Members who want to inspect the register of members must:

- (a) apply for access in writing;
- (b) state their name; and

- (c) state that the information obtained will only be used to:
 - (i) requisition or call a general meeting;
 - (ii) seek support for a member proposal; or
 - (iii) influence the voting of members.

The society:

- (a) will provide members access to all documents that they are entitled to see;
- (b) may impose a reasonable period of notice;
- (c) may place reasonable restrictions on the times during which the member may inspect the documents; and
- (d) will do so without charge.

11.6.2 Provision, restriction, denial of access

The Board:

- (a) may restrict access if it considers the release may be harmful to the society or one or more members;
- (b) will restrict access to the directors' register unless the information will be used solely for the society's activities or internal affairs; and
- (c) will provide access only if the information will be used for organizational purposes.

The society will:

- (a) respond to requests for inspection within 14 days;
- (b) provide a member with a copy of the constitution, bylaws and most recent financial statements without charge; and
- (c) determine whether to charge a fee and set that fee in accordance with the Regulations.

11.7 INSPECTION OF REGISTERS

11.7.1 Register of members

The Board may, by resolution, restrict a member's right to inspect the Register of Members if they determine that inspection would be harmful to the society or to the interests of one or more of its members.

If the rights have been restricted, a member may apply in writing to the society to inspect the register of members. The application must:

- (a) include the applicant's name, and
- (b) confirm that the information will only be used to:
 - (i) requisition or call a general meeting;
 - (ii) submit a Members' Proposal; or
 - (iii) influence the voting of members.

If the application is approved, the member may inspect the register without charge.

The Board may:

- (a) impose a reasonable period of notice; and
- (b) restrict the times during which the member may inspect the register of members.

Any member who inspects the register of directors can only use the information in connection with matters related to the society's activities or internal affairs.

11.7.2 Register of directors

The register of directors can only be used in connection with matters related to the society's activities or internal affairs.

11.8 COPIES OF RECORDS

A member may request a copy of any document which they are entitled to access.

The society:

- (a) may charge a fee unless these bylaws say that the person may receive the copy free of charge;
- (b) will provide the copy if any required fee is paid; and
- (c) will send the copy no later than 14 days after the request is received and any required fee has been paid.

11.9 SENDING AND RECEIVING RECORDS

11.9.1 Sending records

The society will provide the records by:

- (a) email, fax or mail if the recipients provides that information;
- (b) pick-up at the registered office;
- (c) delivery, at cost to the recipient, to the address provided by recipient; or
- (d) any other manner agreed to by the parties.

11.9.2 Receiving records

A record is considered to have been received at the beginning of the:

- (a) 3rd day after the record is delivered to the delivery address;
- (b) 5th day after the record is mailed; and
- (c) 3rd day after the record is emailed or faxed.

11.9.3 Records served

The society may be served a record if it is delivered to the registered office or to a director.

SECTION 12. SEAL

12.1 REQUIREMENT FOR A SEAL

The society may authorize the use of a seal.

SECTION 13. CHANGES TO THE CONSTITUTION OR BYLAWS

Any change to the constitution and / or the bylaws requires a special resolution.

SECTION 14. DISSOLUTION OF THE SOCIETY

14.1 DISSOLUTION

The society:

- (a) may submit a request to the Registrar to dissolve the society;

- (b) must pay all obligations before distributing any residual funds or assets;
- (c) must determine the distribution of the residual funds and assets to:
 - (i) the members; and / or
 - (ii) qualified recipient(s) specified in an ordinary resolution of the society or, if passing an ordinary resolution is not feasible, specified in a directors' resolution.