

# Bylaws

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# 1 **Definitions and Interpretation**

## 1.1 **Definitions In these Bylaws:**

“**Act**” means the *Societies Act* of British Columbia.

“**Association**” means the British Columbia Retired Teachers’ Association, a society incorporated under the Act.

“**ACER-CART**” means the Association Canadienne des Enseignantes et des Enseignants Retraités/The Canadian Association of Retired Teachers.

“**BCTF**” means the British Columbia Teachers’ Federation.

“**Board**” means the Directors of the Association.

“**Branch**” means a Branch of the Association consisting of Association members, created by the Board in accordance with, and operating under these Bylaws.

“**Bylaws**” means these Bylaws as altered from time to time.

“**Constitution**” means the Constitution of the Association.

“**Delegate**” means a Branch member elected in accordance with these Bylaws to represent Branch members at an Association general meeting and in other matters coming before the members of the Association.

“**Director**” means an individual who has been elected or appointed in accordance with the Act and these Bylaws as a member of the Board of Directors of the Association, regardless of the title by which the individual is called.

“**Electronic Means**” means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communications facility that:

- (a) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
- (b) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters.

“**Ordinary Resolution**” means:

- (a) a resolution passed at a general meeting of the Association by a simple majority of the votes cast in respect of the resolution by those Delegates and Directors in their capacity as voting members in good standing of the Association entitled to vote:
  - i in person at a duly constituted general meeting,
  - ii by Electronic Means in accordance with these Bylaws,
  - iii by combined total of the votes cast in person at a general meeting and the votes cast by Electronic Means;

or

- (c) a resolution that has been submitted to the Delegates and Directors in their capacity as voting members in good standing of the Association and consented to in writing by at least two-thirds (2/3) of such members, and an ordinary resolution approved by any one or more of these methods is effective as though passed at a general meeting of the Association.

**“special resolution” means:**

- (a) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by the Delegates and Directors in their capacity as voting members in good standing of the Association entitled to vote:
  - i in person at a duly constituted meeting of the Association,
  - ii by Electronic Means in accordance with these Bylaws,
  - iii by combined total of the votes cast in person at a general meeting and the votes cast by Electronic Means; or
- (b) a resolution that has been submitted to, and consented to by every Delegate and Director in their capacity as voting members in good standing of the Association who would have been entitled to vote on the resolution in person at a general meeting of the Association,

and a special resolution approved by any one or more of these methods is effective as though passed at a general meeting of the Association.

## **1.2 Definitions in Act apply**

The definitions in the Act apply to these Bylaws.

## **1.3 Conflict with Act or Regulations**

If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

# **2 Members**

## **2.1 Members of the Association**

Membership in the Association is restricted to:

- (a) those persons who are members in good standing on the date these Bylaws come into force in accordance with section 2.2 of these Bylaws; and
- (b) those persons whose subsequent application for admission as a member is accepted in accordance with these Bylaws.

## **2.2 Transition of Membership**

On the date these Bylaws come into force:

- (a) each person who is a member of the Association in good standing and who is eligible for membership under these Bylaws will continue as a member in the appropriate category as determined by the Board until she or he otherwise ceases to be a member in accordance with these Bylaws; and

each person who:

- (b) is a member of the Association not in good standing; or
- (c) is ineligible for membership under these Bylaws,

will be deemed to have resigned from membership effective on that date.

### **2.3 Application for membership**

- (a) An eligible person may apply for membership in the Association by submitting a completed application form to the Association's registered office, and on acceptance by the Board will be a member.
- (a) The Board may, by Board resolution, accept, postpone or refuse an application for membership.
- (b) A person becomes a member on the date of the Board resolution or such other date as specified therein.

### **2.4 Categories of membership**

There shall be five (5) categories of membership in the Association, as follows:

- (a) Active Members;
- (b) Life Members;
- (c) Associate Members;
- (d) Director Members; and
- (e) Delegate Members.

### **2.5 Eligibility for Active Membership**

A person may be eligible to be accepted as an Active Member if she or he:

- (a) draws a pension from the Teachers' Pension Plan of British Columbia;
- (b) upon retirement from a public educator position in a jurisdiction outside British Columbia, draws a pension from that jurisdiction; or
- (c) is the spouse of a deceased Active or Life Member of the Association, who would have been eligible for Associate Membership, whether or not the spouse had at any time been an Associate Member.

### **2.6 Eligibility for, and granting of Life Membership**

- (a) A person who:
  - i has reached the age of 90 years, and
  - ii who has been an Active Member in good standing of the Association for at least ten years is eligible to be granted Life Membership in the Association without payment of annual membership dues.
- (b) An Active Member of any age who is in good standing and who has provided exceptional service to the Association over a period of ten or more years may, by ordinary resolution at a general meeting, be granted Life Membership in the Association without payment of annual membership dues.

### **2.7 Rights of Active and Life Members**

In addition to any rights conferred by the Act, Active and Life Members in good standing have the following rights and privileges of membership:

- (a) to join a Branch;

- (b) to vote at meetings of a Branch, and to be elected to office in a Branch, including the office of Delegate;
- (c) to receive notice of and to attend general meetings of the Association, but may not vote at such general meetings or on any matter coming otherwise before the members of the Association;
- (d) to be elected as a Director of the Association; and
- (e) to have access to all the other benefits of membership in the Association.

## **2.8 Eligibility for Associate Membership**

A person may be eligible to be accepted as an Associate Member if she or he:

- (a) is the spouse of an Active, Life, Director or Delegate Member;
- (b) retired from a staff position with the Association, BCTF or one of its local associations, the BC School Superintendents' Association, the BC Principals' and Vice Principals' Association, or the BC Teacher Qualification Service;
- (c) is a retired private or independent school educator;
- (d) is a retired BC public school educator not receiving a pension from the Teachers' Pension Plan of BC;
- (e) is a retired certified Early Childhood preschool educator;
- (f) is a retired post-secondary educator;
- (g) is retired from non-educator employment in K-12 schools or post-secondary institutions; or
- (h) is an active employee who would be eligible for Active or Associate Membership upon retirement and who wishes to participate in Association insurance and/or benefit plans.

## **2.9 Rights of Associate Members**

In addition to any rights conferred by the Act, Associate Members in good standing have the following rights and privileges:

- (a) to join a Branch, but not to vote or hold office in a Branch, including the office of Delegate;
- (b) to receive notice of and to attend general meetings of the association, but not to vote at such general meetings or on any matter coming otherwise before the members of the Association; and
- (c) to have access to all other benefits of membership in the Association.

## **2.10 Director Members**

- (a) A Director member is a person who:
  - i has been elected or appointed in accordance with the Act and these Bylaws as a Director of the Association, and who has not ceased to be a Director; and
  - iii by virtue of being a Director is a voting member of the Board, of general meetings, and in other matters coming before members of the Association.
- (b) Upon becoming a Director member, the person ceases to be a member of the category of membership held immediately prior to her or his election or appointment as a Director member, but continues to have access to all the rights and benefits of Active or Life membership, as the case may be, in the Association.



- (c) Upon ceasing to be a Director member, the person reverts back to her or his former category of membership, subject to her or his continuing eligibility.

### **2.11 *Rights of Director Members***

In addition to any rights conferred by the Act, Director members in good standing have the following rights and privileges of membership:

- (a) to join a Branch;
- (b) to vote at meetings of a Branch, and to be elected to office in a Branch, not including the office of Delegate;
- (c) to receive notice of and to attend all general meetings of the Association;
- (d) to exercise a vote on matters for determination at general meetings of the Association or on any matter coming otherwise before the members of the Association; and
- (e) to have access to all the other benefits of membership in the Association.

### **2.12 *Delegate Members***

- (a) A Delegate member is a person who:
  - i has been elected in accordance with these Bylaws as a Branch's Delegate to general meetings of the Association, and who has not ceased to be a Delegate; and
  - iv by virtue of being a Delegate is a voting member at general meetings of the Association and in other matters that come before members of the Association other than matters properly placed before the Board for resolution,
- (b) Upon becoming a Delegate member, the person ceases to be a member of the category of membership held immediately prior to her or his election or appointment as a Delegate member, but continues to have access to all the rights and benefits of Active or Life membership, as the case may be, in the Association.
- (c) Upon ceasing to be a Delegate member, the person reverts back to her or his former category of membership, subject to her or his continuing eligibility.

### **2.13 *Rights of Delegate Members***

In addition to any rights conferred by the Act, Delegate members in good standing have the following rights and privileges of membership:

- (a) to join a Branch;
- (b) to vote at meetings of a Branch, and to hold office in a Branch including as the Delegate of a Branch;
- (c) to receive notice of, and to attend, all general meetings of the Association;
- (d) to exercise a vote on matters for determination at general meetings of the Association or on any matter coming otherwise before the members of the Association; and
- (e) to have access to all the other benefits of membership in the Association.

### **2.14 Member's Right to Receive a Copy of the Constitution and Bylaws**

Upon being admitted into membership each member may, upon request to the Association's registered office, be provided with a copy of the Constitution and Bylaws of the Association at no cost to the member.

### **2.15 Duties of Members**

Every member must uphold the Constitution of the Association and must comply with these Bylaws and, except for Life Members, shall pay the annual membership dues and any levy set by the Association and any of its Branches to which the member belongs.

### **2.16 Member not in Good Standing**

- (a) A member is not in good standing in the Association if the member fails to pay any annual membership dues or levies owed to the Association, and the member is not in good standing for so long as those dues or levies remain unpaid.
- (b) A member who is not in good standing has the right to receive notice of, and to attend, all general meetings of the Association or a Branch, and may participate in programs or initiatives of the Association (subject to eligibility), but is suspended from all of the other rights and privileges described in these Bylaws for so long as she or he remains not in good standing.
- (c) In particular, an Associate Member not in good standing in the Association shall not be eligible to apply for or renew participation in any of the insurance or other benefit programs offered by the Association or its Branches.

### **2.17 Termination of Membership**

A person's membership in the Association is terminated when:

- (a) the member resigns by delivering written resignation notice to the Association's registered office, and the resignation takes effect upon the date of resignation noted on the notice,
- (b) the member is not in good standing for four consecutive months,
- (c) the member is expelled in accordance with section 2.18, or
- (d) the member dies.

### **2.18 Expulsion of Member**

A member of the Association may be expelled from membership by resolution passed by 2/3 of Directors present at a meeting of the Board after the Board has:

- (a) sent to the member written notice of the proposed expulsion, including reasons, and
- (b) given the member a reasonable opportunity to make representations to the Board respecting the proposed expulsion.

## 3 Branches

### 3.1 *The Association may Establish Branches*

- (a) When fifteen or more Active, Life and/or Director members of the Association in good standing in a geographic region apply through the Association's registered office to form a Branch of the Association, the Board may by Board resolution establish a Branch to operate for the benefit of members resident in that region.
- (b) Each Branch shall operate in accordance with the Constitution and Bylaws of the Association, and in accordance with terms of reference for Branches established by the Board from time to time.

### 3.2 *Each Branch shall hold an Annual General Meeting*

The annual general meeting of each Branch shall be held in each calendar year at a time and place determined by the executive committee of the Branch.

- (a) The members eligible to vote at an annual general meeting of a Branch are the members of the Branch who are Active, Life, Director and Delegate Members of the Association in good standing.
- (b) The business of an annual general meeting of a Branch shall include the election, from among Branch members who are Active, Life, Director and Delegate Members of the Association in good standing, of Delegates to represent Branch members at general meetings of the Association, in accordance with these Bylaws.

### 3.3 *Branch dues*

- (a) The annual general meeting of each Branch shall determine, by majority vote of the voting members present, the amount of its Branch membership dues.
- (b) The Association shall collect membership dues on behalf of the Branches, and shall remit such dues to the Branches by October 31<sup>st</sup> and April 30<sup>th</sup> of each year.

### 3.4 *Number of Branch Delegates to Association General Meetings*

The Board shall inform each Branch of the number of Delegates to which it is entitled, calculated from the Association's register of members as of December 31<sup>st</sup> each year.

- (a) The number of Delegates to which each Branch is entitled shall be based on a percentage of the number of Active, Life, Director and Delegate Members of the Association in good standing who are members of each Branch as a proportion of the total number of Active, Life, Director and Delegate Members of the Association, as follows:

%	Delegates
1.99 or less	2
2 - 3.99	3
4 - 5.99	4
6 - 7.99	5
8 - 9.99	6
10 - 11.99	7

- (b) The Branch president or the Branch president's designate shall be one of the Delegates included in the Branch's number of Delegates.
- (c) If a Delegate is unable to fulfill her or his responsibilities as a Delegate, the Branch executive committee may elect or appoint another Active or Life Member from the Branch as a replacement Delegate, who shall have the rights, and exercise the responsibilities of, the Delegate whom she or he is replacing, but only for so long as the person whom she or he is replacing remains unable to fulfill her or his responsibilities, or until that person ceases to be a Delegate.

### **3.5 *Expenses of Branch Delegates to Association General Meetings***

The Association shall reimburse a Branch Delegate for reasonable expenses necessarily incurred by the Delegate in attending Association general meetings, in accordance with the Association's rules, amended from time to time, regulating the payment of expenses.

### **3.6 *Branch surrender of its Branch status***

In the event that a Branch:

- (a) determines by majority member vote or other means that it wishes to cease operating as a Branch of the Association, or
- (b) effectively ceases to operate,

it shall inform the Board in writing that it wishes to surrender its status as a Branch of the Association.

### **3.7 *Dissolution of a Branch***

Upon receipt of notice that a Branch effectively ceases to operate as a Branch of the Association, or informs the Board that it wishes to cease operating as a Branch of the Association, the Board shall:

- (a) investigate the possibility of assisting the Branch to maintain or return to a successfully operating Branch status,
- (b) inform the Branch's members in writing of the possible dissolution of the Branch, suggesting what steps Branch members might take, if any, to avoid such dissolution,
- (c) inform the Branch members in writing of the date upon which the Board intends to make a decision on the Branch's future, and
- (d) in the event that steps to avoid dissolution are not successful:
  - i by Board resolution, dissolve the Branch,
  - ii inform the Branch members that the Branch is dissolved, and they must, within 30 days, return to the Association all property including, but not limited to funds and documents which the Association owns, or to which the Association is beneficially entitled.

## **4 *Committees***

### **4.1 *The Board may establish and dissolve committees***

The Board may, by Board resolution, establish or dissolve:

- (a) relatively permanent standing committees to assist in the ongoing work of the Association, and

- (b) temporarily existing ad hoc committees to accomplish relatively short-term objectives; and all such committees shall operate in accordance with the Act and these Bylaws, and the terms of reference for committees established by the Board from time to time.

## **5 Association General Meetings**

### **5.1 Time and place of the annual general meeting**

The annual general meeting (AGM) of the Association shall be held in accordance with the Act and these Bylaws at the time and place the Board determines.

### **5.2 Ordinary business at the AGM**

At an AGM, the following business is ordinary business:

- (a) adoption of the agenda,
- (b) adoption of the minutes of the previous AGM,
- (c) consideration of the reports of the Directors,
- (d) business arising out of the reports of the Directors not requiring the passing of a special resolution,
- (e) election of the Directors,
- (f) consideration of the financial statements of the Association presented to the meeting,
- (g) consideration of the auditor's report,
- (h) appointment or re-appointment of the auditor,
- (i) consideration of the reports of the Branches, and
- (j) business arising from the reports of the Branches not requiring the passing of a special resolution.

### **5.3 Extraordinary General Meetings**

- (a) An extraordinary general meeting (EGM) may be held at a time and place determined by the Board.
- (b) The business to be transacted at an EGM is the business for which the meeting has been called.

### **5.4 Matters decided by ordinary resolution at a general meeting**

A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

### **5.5 Bylaw amendments require special resolution**

In accordance with the Act, a Bylaw amendment may only be made by passage of a special resolution for which notice has been given, at a general meeting of the Association, and the amendment, if passed, shall take effect on the date it is filed with the BC Registrar.

### **5.6 Notice of general meetings**

Notice of a general meeting:

- (a) shall be:

- i sent to every member of the Association who has provided an email address to the Association, by email to that email address not less than fourteen (14) days and not more than sixty (60) days prior to the date of the general meeting, and
  - ii posted, 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 of the society; and
- (b) shall state:
- i the place, time and location of the meeting,
  - iii the nature of the business to be transacted at the meeting,
  - iv the nature of any business other than ordinary business to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business, and
  - v the text of any special resolutions, with brief supporting statements, to be considered at the meeting; and
- (c) shall be deemed to have been received five (5) days after the notice has been posted or sent.

### **5.7 *Chair of a general meeting***

- (a) The following individual is entitled to preside as the chair of a general meeting:
- (b) the individual, if any, appointed by the Board to preside as the chair; if the Board has not appointed an individual to preside as the chair or the person appointed by the Board is unable to preside as the chair,
  - i the President,
  - vi the First Vice-president if the President is unable to preside as the chair,
  - vii the Second Vice-president if both the President and First Vice-president are unable to preside as the chair, or
  - viii one of the other Directors present at the meeting, if neither the President nor a Vice-president is able to preside as the chair.

### **5.8 *Alternate chair of a general meeting***

If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within fifteen (15) minutes from the time set for holding the meeting, the voting members who are present must elect a voting member present at the meeting to preside as the chair.

### **5.9 *Voting at Association general meetings***

The voting members of an Association general meeting are the Directors then in office and the Delegates elected by the Branches in accordance with these Bylaws.

- (a) Each voting member shall be issued with one voting card and one set of election ballots.
- (b) Voting on resolutions shall be by show of voting cards.
- (c) Voting in elections shall be by secret ballot or, if there is not a greater number of candidates than there are positions to be filled, by acclamation.
- (d) Voting by proxy will not be permitted.

### **5.10 Quorum**

A quorum at a general meeting is the greater of one-third (1/3) of the voting members or sixty (60) of the voting members in good standing on the date of the meeting.

- (a) No business, other than the election of a chair, if necessary, and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (b) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

## **6 Directors**

### **6.1 Number of Directors**

The number of Directors shall be up to fourteen, including:

- (a) the President
- (b) the First Vice-president
- (c) the Second Vice-president
- (d) the immediate Past President
- (e) four Directors elected from among Active, Life and Delegate Members in good standing resident in the Greater Vancouver and Fraser Valley regions
- (f) four Directors elected from among Active, Life and Delegate Members in good standing resident in the regions of British Columbia outside of the Greater Vancouver and Fraser Valley regions
- (g) one Director-at-large who shall be the Association's representative to ACER-CART, and
- (h) an Association member in good standing who is a member of the executive committee of ACER-CART, if any.

### **6.2 Eligibility to become a Director**

To be eligible to hold office as a Director a person:

- (a) must not be disqualified from being a Director under section 44 of the Act;
- (b) must be an Active, Life or Delegate Member of the Association in good standing, and
- (c) must be present in person during the election or, if not present, must have signified in writing her or his willingness to serve if elected.

### **6.3 Election of Directors**

At the AGM the voting members must elect the Directors, save and except the immediate Past President, and the person who is a Director by virtue of being a member of the executive committee of ACER-CART, as follows:

- (a) the President, the First Vice-president and the Second Vice-president, each for a one-year term;
- (b) in each of alternating years, two of the four Directors from the Greater Vancouver and Fraser Valley regions, for two-year terms;

- (c) in each of alternating years, two of the four Directors from outside the Greater Vancouver and Fraser Valley regions, for two-year terms; and
- (d) every second year, the ACER-CART Representative, for a two-year term.

#### **6.4 *The position of Past President***

The person who was the President immediately prior to the current President will, if he or she consents to continue as a Director, be the immediate Past President and the term of office as Director for an immediate Past President is deemed to be extended until a new Past President arises, to a maximum of two (2) years.

#### **6.5 *Commencement of a term of office***

The term of office of a Director elected at an AGM commences at the conclusion of the AGM.

#### **6.6 *Removal of a Director from office***

The members in good standing eligible to vote at a general meeting of the Association may remove a Director before the expiration of such Director's term of office by special resolution, and may elect a replacement Director by ordinary resolution to serve for the balance of the removed Director's term.

#### **6.7 *Directors may fill Casual Vacancy on Board***

- (a) If a Director ceases to hold office before the expiry of her or his term, the Board may by resolution appoint a member qualified in accordance with section 6.2 of these Bylaws to fill the resulting vacancy.
- (b) Each such appointed replacement Director will continue in office until the end of the unexpired term of office unless she or he ceases to be a Director in accordance with these Bylaws.
- (c) The position occupied by the appointed replacement Director will become available for election at the end of the unexpired term of office.
- (d) The appointed replacement Director may run for the vacant position.

#### **6.8 *Transition of Directors' Terms***

- (a) Each person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which she or he was elected or appointed, unless she or he otherwise ceases to be a Director in accordance with these Bylaws.
- (b) (b)Any previous terms served by Directors prior to these Bylaws coming into force will be counted towards the term limits set out below.

#### **6.9 *Limits on Directors' terms in office***

- (a) Directors are limited to a total of six (6) consecutive years in office, except that this limit shall not apply to a person who:



- i is elected or appointed to a position as Second or First Vice-president, or President,
  - ii becomes or remains as the Past President,
  - iii becomes or remains as a Director by virtue of being an Executive Committee member of ACER-CART; but a person who completes a term in an office listed in subsections (i) and (ii), or consecutive terms in one or more of those offices, shall not then be eligible to hold office as a Director of the Association for a period of at least one year.
- (b) A person prevented under subsection (a) from holding office as a Director is once again eligible to hold office as a Director in accordance with these Bylaws after a period of at least one year out of office, and shall once again, if elected, be subject to the limits provided in subsection (a).
  - (c) The time in office of a Director elected or appointed to fill a vacancy, if longer than six (6) months in any one year, shall be deemed to be equivalent to one year, and shall be counted toward the term limits provided for in subsection (a).

#### **6.10 Meetings of Directors**

- (a) The President, or 50% or more of the Directors then in office, may call a meeting of the Board at any time, at any location, on any notice and in any manner convenient to the Directors.
- (b) A Board resolution passed outside of a duly constituted Board meeting must be consented to in writing by at least 2/3 of Directors in two or more counterparts which together will be deemed to constitute one resolution in writing. The resolution must then be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.
- (c) The President shall chair meetings of the Board. If the President is unable to preside as the chair at a meeting, the First Vice-president shall preside as the chair, and if neither the President nor the First Vice-president are able to preside as the chair, the Second Vice-president shall preside as the chair. Whoever is presiding as the chair may ask another Director to preside as the chair during certain parts of the meeting in order to enable him- or her-self to enter more fully into the discussion or debate of a particular matter.
- (d) In all other respects the Directors may regulate their meetings as they think fit.
- (e) A quorum for the transaction of business at a Board meeting is a majority of the Directors then in office.

#### **6.11 Powers and Responsibilities of Directors**

The Directors may exercise all the powers and do all the acts and things that the Association may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed and required to be exercised or done by the Association at a general meeting. Nevertheless, the Directors are subject to rules, not being inconsistent with these Bylaws, which are made from time to time by the Association in general meetings.

#### **6.12 Disclosure of Director's Interest**

Director of the Association who has a direct or indirect material interest in:

- (a) a contract or transaction, or a proposed contract or transaction, of the Association, or

- (b) a matter that is or is to be the subject of consideration by the Directors, if that interest 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 Association, must
- (c) disclose fully and promptly to the other Directors the nature and extent of the Director's interest,
- (d) abstain from voting on a Directors' resolution or consenting to a consent resolution of Directors in respect of the contract, transaction or matter referred to in subsection (a),
- (e) leave the Directors' meeting, if any,
  - i when the contract, transaction or matter is discussed, unless asked by the other Directors to be present to provide information, and
  - iv when the other Directors vote on the contract, transaction or matter, and
- (f) refrain from any action intended to influence the discussion or vote.

### **6.13 Remuneration of Directors**

- (a) The Association shall not pay to a Director remuneration for being a Director, but the Association may, subject to the Act, pay remuneration to a Director for services provided by the Director to the Association in another capacity.
- (b) The Association shall reimburse a Director for reasonable expenses necessarily incurred by the Director in performing his or her duties as a Director, in accordance with the Association's rules, amended from time to time, regulating the payment of expenses.

### **6.14 Signing Authority**

A contract or other record to be signed by the Association must be signed on behalf of the Association by one or more Directors authorized by the Board to sign the contract or record.

### **6.15 Table Officers**

The Table Officers of the Association are the President, the First and Second Vice-presidents, the Past President, and the person appointed by the Board, in accordance with subsection 7.2(a), as the Chair of the Finance Committee.

### **6.16 Duties of the Table Officers**

- (a) The President is the chief presiding officer of the Association, and shall have general supervision of all matters and affairs of the Association; and shall make necessary arrangements for:
  - i the issuance of notices of meetings of the Association and the Board,
  - ii the taking and keeping of minutes of all meetings of the Association and the Board,
  - iii the custody of all records and documents of the Association, and
  - iv the maintenance of the register of members, and the conduct of the correspondence of the Association.
- (b) The First Vice-president shall carry out the duties of the President when the President is unable to perform those duties.
- (c) The Second Vice-president shall carry out the duties of the President and First Vice-president when neither the President nor the First Vice-president is able to perform the President's duties.

- (d) The immediate Past President
  - i assists the Directors with advice and counsel as needed, and
  - ii as the Nominations Chair for Association elections, seeks, collects and, prior to the conduct of elections, makes known to members the names of persons nominated for Board positions.
- (e) The Chair of the Finance Committee, appointed by the Board in accordance with subsection 7.2(a), shall be the Association's treasurer, responsible for making the necessary arrangements for:
  - i the making and keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the Income Tax Act; and
  - ii the rendering of financial statements to the Directors, members and others, when required.

### **6.17 *Ceasing to be a Director or Officer***

- (a) person will immediately cease to be a Director:
- (b) upon the date which is the later of:
  - (c) the date of delivering her or his resignation in writing to the President or the registered address of the Association; and
  - (d) the effective date of the resignation therein;
- (e) upon the expiry of her or his term, unless re-elected in accordance with these Bylaws;
- (f) upon the date such person is no longer qualified pursuant to section 6.2;
- (g) in the case of the person serving as a Director in accordance with subsection 6.1(h), upon ceasing to be a member of the executive committee of ACER-CART;
- (h) in the case of the Past President, upon ceasing to be the Past President in accordance with section 6.4;
- (i) upon her or his removal; or
- (j) upon her or his death.

## **7 *Finance***

### **7.1 *Amount of membership dues***

The AGM shall, by ordinary resolution, determine the amount of the annual membership dues for membership in the Association, and the dues amount so determined shall come into effect on July 1<sup>st</sup> of the following financial year.

### **7.2 *Directors' responsibility for Association finances***

The Directors of the Association shall ensure that the Association's financial transactions, record keeping and reporting comply with the requirements of all applicable statutes and regulations, and these Bylaws, and shall:

- (a) annually appoint from among the Directors a Finance Committee consisting of a Chair and six other Directors to advise the Board, and to supervise and direct employees in financial matters, and
- (b) ensure that one or more Association employees have the necessary training and skills to carry out the financial transactions and record-keeping required by the Association.

### **7.3 Banking and Signing Officers**

Funds of the Association shall be deposited in accounts of the Association at any Canadian chartered bank, or credit union or trust company.

- (a) Withdrawals, transfers, redemptions and investment of funds shall require the approval of the Finance Committee, and cheques issued in the name of the Association shall require the signatures of two cheque-signing officers.
- (b) The cheque-signing officers shall be the President, the First Vice-president, and up to four (4) other Directors appointed by the Board.

### **7.4 Investment of Association Funds**

The Association may invest its funds only in investments in which prudent investors might invest.

### **7.5 Borrowing and Issuance of Securities**

The Association may, by Board resolution, and in accordance with the Act and regulations:  
borrow money, and

- (a) issue debentures, notes or other evidence of debt obligations,
- (b) if and when the Directors determine that it is necessary or prudent to do so.

### **7.6 Financial Year**

The financial year of the Association shall be July 1<sup>st</sup> to June 30<sup>th</sup>.

### **7.7 Financial Statements**

The Directors shall present the following to the members at each annual general meeting:

- (a) the audited financial statements prepared in accordance with any requirements set out in the Act or the regulations under the Act, for the period beginning immediately after the end of the preceding financial year, and
- (b) the auditor's report on those financial statements.

### **7.8 Appointment of the Auditor**

The Association is required to be audited and will annually appoint an auditor with the qualifications required by the Act. The Board, advised by the Finance Committee, shall determine the recommendation it will make to the AGM each year regarding the appointment or reappointment of the auditor, and the members entitled to vote at an AGM shall by ordinary resolution appoint or reappoint an auditor.

### **7.9 Inspection of Records**

- (a) The documents and records of the Association, including the financial and accounting records and the minutes of general meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.
- (b) A member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Association, to inspect any of the following documents and records of the Association at the Association's registered address during the Association's normal business hours:
  - i the Constitution and these Bylaws, and any amendments thereto;

- ii the statement of Directors and registered office of the Association;
  - iii minutes of any general meetings of the Association, including the text of each resolution passed at the meeting;
  - iv resolutions of the members, in writing, if any;
  - v annual financial statements relating to a past fiscal year that have been received by the members in a general meeting of the Association;
  - vi the register of Directors;
  - vii the register of Members;
  - viii the Association's certificate of incorporation, and any other certificates, confirmations or records furnished to the Association by the Registrar;
  - ix copies of orders made by a court, tribunal or government body in respect of the Association;
  - x the written consent of Directors to act as such, and the written resignations of Directors; and
  - xi the disclosure of a Director or of a senior manager regarding conflict of interest.
- (c) Except as expressly provided by statute or at law, a member will not be entitled to have the right to inspect any other document or record of the Association. However, subject to such policies as the Board may establish, a member in good standing may request, in writing delivered to the Association's registered address, to inspect any other document or record of the Association, and the Board may allow the member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.
- (d) Copies of a document that a member is allowed to inspect may be provided on request by the member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed in the Act.

### **7.10 Liquidation or Dissolution of the Association**

In the event that liquidation or dissolution of the Association is to occur, it shall proceed in the manner prescribed by the Act and regulations under the Act, and after the liabilities of the Association have been met the Board may decide by Board resolution how the Association's money and other property may be distributed to its members.

## **8 Indemnification**

### **8.1 Definitions**

**"eligible party"** means an individual who is or was a Director or senior manager of the Association.

**"eligible proceeding"** means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which an eligible party or a representative of the eligible party, by reason of being or having been a Director or senior manager of the Association,

- (a) is or may be joined as a party, or
- (b) is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action.

**"expenses"** includes costs, charges and expenses, including legal and other fees, but does not include penalties.

**“penalty”** means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding.

**“representative”**, in relation to an eligible party, means an heir or personal or other legal representative of the eligible party.

## **8.2 *Indemnification and Payment of Expenses***

To the extent permitted by the Act, each Director and eligible party will be indemnified by the Association against all expenses actually and reasonably incurred in connection with any eligible proceeding.

## **8.3 *Insurance***

The Association may purchase and maintain insurance, for the benefit of an eligible party or a representative of an eligible party, against any liability that may be incurred by reason of the eligible party being or having been a Director or senior manager of the Association.