

# SOCIETIES ACT

## BYLAWS

of

### EYA Environmental Youth Alliance Society

#### Part 1 – Interpretation

1. In these bylaws, unless the context otherwise requires,
  - (a) “directors” means the directors of the Society for the time being;
  - (b) “~~Society~~Societies Act” means the ~~Society~~Societies Act of the Province of British Columbia, or a statute that replaces or supersedes the Societies Act, from time to time in force and all amendments to it;
  - (c) “registered address” of a member means the address as recorded in the register of members; and
  - (d) “Society” means EYA Environmental Youth Alliance Society.

#### Part 2 – Membership

2. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these bylaws, and, in either case, have not ceased to be a member.
3. A person may apply to the Society for membership and on acceptance by the directors shall be a member.
4. Every member shall uphold the constitution and comply with these bylaws.
5. A person shall cease to be a member of the Society
  - (a) by delivering a notice of resignation in writing to the secretary of the Society or by mailing, or delivering it to the address of the Society;
  - (b) on their death or in the case of a corporation on dissolution;
  - (c) on being expelled; or
  - (d) on having been a member not in good standing for 12 consecutive months.
6. (1) A member may be expelled by a special resolution of the members passed at a general meeting.

(2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

(3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

### Part 3 – Meetings of Members

7. General meetings of the Society shall be held at the time and place, in EYA Environmental Youth Alliance Society BYLAWS accordance with the ~~Society~~Societies Act that the directors decide.
8. Every general meeting, other than the annual general meeting, is an extraordinary general meeting.
9. The directors may, when they think fit, convene an extraordinary general meeting.
10. (1) ~~Notice of a general meeting shall specify the place, day~~The Society shall give no less than 14 days notice of the date, time and ~~hour~~location of a general meeting, and, in case of special business, the general nature of that business.  
  
(2) The accidental omission to give notice of a meeting to, or the nonreceipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
11. An annual general meeting shall be held at least once in every ~~calendaryear~~calendar year and ~~not more than 15~~within 6 months ~~after the holding of the last preceding annual general meeting~~of the financial year end.

### Part 4 - Proceedings at General Meetings

12. Special business is
  - (a) ~~all business at an extraordinary general meeting except the adoption of rules of order; and~~
  - (a) (b) all business transacted at an annual general meeting, except
    - (i) the adoption of rules of order;
    - (ii) the approval of minutes of the previous general meetings;
    - (iii) ~~(ii)~~ the consideration of financial statements;
    - (iv) ~~(iii)~~ the report of the directors;
    - (v) ~~(iv)~~ the report of the auditor, if any;

(vi) ~~(v)~~ the election or appointment of directors;

(vii) ~~(vi)~~ the appointment of the auditor, if required; and

(viii) ~~(vii)~~ the other business that, under these bylaws ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

13. (1) No business, other than the election of a chairperson and the adjournment or termination of a meeting, shall be conducted at a general meeting at a time when a quorum is not present.  
  
(2) 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.  
  
(3) A quorum shall consist of 3 of the members in good standing and no fewer than 5 members of the Board of Directors.
14. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
15. Subject to bylaw 19, the chair of the Society, the vice chair, or in the absence of both, one of the other directors present, shall preside as chairperson of a general meeting.
16. If at a general meeting
  - (a) there is no chair, vice chair or other director present within 15 minutes after the time appointed for holding the meeting; or
  - (b) the chair and all the other directors are unwilling to act as chairperson, the members present shall choose one of their number to be chairperson.
17. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.  
  
(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.  
  
(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

18. No resolution proposed at a meeting need be seconded and the chairperson of a meeting may move or propose a resolution.
19.
  - (1) A member in good standing at a meeting of members is entitled to one vote.
  - (2) Voting is by show of hands.
  - (3) Voting by proxy is permitted.
  - (4) One proxy vote is permitted per person.
20. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.

#### **Part 5 – Directors and Officers**

21.
  - (1) The directors may exercise all the acts and things that the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless to
    - (a) All laws affecting the Society;
    - (b) these bylaws; and
    - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meetings.
  - (2) No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
22.
  - (1) The chair, vice chair, secretary, treasurer and one or more other persons shall be the officers of the Society.
  - (2) The number of directors shall be 5 or a greater number determined from time to time at a general meeting. The number of directors shall not be greater than 15.
  - (3) Current employees of the Society are not eligible to be members of the board of directors.
  - (4) Honourary officers may be elected by the Society. Any member of the Board of Directors may nominate a candidate to be named as an Honourary Officer. This nominee may be any member whom the Society wishes to honour for long and outstanding service to the Society, to the environment, and/or to children and youth. Once named, the Honourary Officer shall have all the rights and responsibilities as listed in Part 5 of these bylaws. The award shall carry no monetary value but will be marked by the presentation

of a suitable certificate. The Officers of the Society shall prepare from the list of nominees a resolution for the approval of the Board.

(5) An individual who is 16 or 17 years of age is qualified to be a director, so long as the majority of the directors are individuals who are at least 18 years of age.

23. (1) The members shall elect the directors for overlapping two year terms.
- (2) At each Annual General Meeting, every elected director who has been in office for three consecutive terms shall retire from office. Each retiring director shall retain office until the conclusion of adjournment of the meeting at which the director's successor is elected.
- (3) A retiring director is eligible for re-election, provided that a retiring director who has served six or more consecutive years shall not be eligible for re-election or re-appointment until after the Annual General Meeting at which such director retires.
- (4) An election may be by acclamation; otherwise it shall be by ballot.
24. (1) The directors may at any time appoint a member as a director to fill a vacancy in the directors.
- (2) After each Annual General Meeting the directors shall appoint from among themselves a chair, vice-char, secretary, treasurer, and such other officers or committees as they may determine from time to time.
25. (1) From time to time, the Board may approve a leave of absence, requested in writing, for a member of the Board of Directors for a specified period of time. During this period, the member would have the right to attend the meetings, to receive minutes, and to participate in the functions of the Society, but would not have the right to vote at all regularly constituted meetings of the Society. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
26. A director may be removed from office by special resolution and another director may be elected, or appointed by ordinary resolution, to serve during the balance of the term.
27. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

#### **Part 6 – Proceedings of Directors**

28. (1) The directors may meet together at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time set the quorum necessary to transact business, and, unless so fixed, the quorum shall be a majority of the directors then in office.

- (3) The chair shall chair all meetings of the directors, but if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the vice chair shall act as chairperson; but if neither is present the directors may choose one of their number to be chairperson at the meeting.
- (2) A director may at any time, and the secretary, on the request of a director, convene a meeting of the directors.
29. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
30. A committee shall elect a chairperson of its meetings; but if no chairperson is elected, or if at a meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to chair the meeting.
31. The members of a committee may meet and adjourn as they think proper.
32. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
33. (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
- (2) In case of an equality of votes the chairperson does not have a second or casting vote.
34. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairperson of a meeting may move or propose a resolution.
35. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

#### **Part 7 – Duties of Officers**

36. (1) The chair shall preside at all meetings of the Society and of the directors.
37. The vice chair shall carry out the duties of the chair during any absence of the chair.
38. The secretary shall

- (a) conduct the correspondence of the Society;
  - (b) issue notices of meetings of the Society and directors;
  - (c) keep minutes of all meetings of the Society and directors;
  - (d) have custody of all records and documents of the Society except those required to be kept by the treasurer;
  - (e) have custody of the common seal of the Society; and
  - (f) maintain the register of members.
39. The treasurer shall
- (a) keep the financial records, including books of account, necessary to comply with the ~~Society~~Societies Act; and
  - (b) render financial statements to the directors, members and others when required.
40. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.
- (2) When a secretary treasurer holds office the total number of directors shall not be less than 5 or the greater number that may have been determined pursuant to bylaw 25 (2).
41. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

#### **Part 8 – The Seal**

42. The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
43. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the person prescribed in the resolution, or if no persons are prescribed, in the presence of the chair and secretary or director and secretary treasurer.

#### **Part 9 – Borrowing**

44. In order to carry out the purposes of the Society the directors may, on behalf of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
45. No debenture shall be issued without the sanction of a special resolution.

46. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

#### **Part 10 – Auditor**

47. This Part applies only where the Society is required or has resolved to have an auditor.
48. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
49. At each annual general meeting the Society shall appoint an auditor.
50. An auditor may be removed by ordinary resolution.
51. An auditor shall be promptly informed in writing of appointment or removal.
52. No director and no employee of the Society shall be auditor.
53. The auditor may attend general meetings.

#### **Part 11 – Notices to Members**

54. A notice may be given to a member, either personally, by mail to the member's registered address, or by email.
55. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- (1) Notice of a general meeting shall be given to
- (a) every member shown on the register of members on the day notice is given; and
- (b) the auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of general meeting.

#### **Part 12 – Bylaws**

56. On being admitted to membership, each member is entitled to, and the Society shall provide, without charge, a copy of the Constitution and Bylaws of the Society.
57. These bylaws shall not be altered or added to except by special resolution.

#### **[Part 14 – Previously Unalterable Provisions from the Society's Pre-Transition Constitution](#)**

58. The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used in promoting its objects, having previously been unalterable.
59. In the event of winding up or dissolution of the Society, any funds and assets of the Society remaining, after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations concerned with social problems or organizations promoting the same object of this Society, as may be determined by the members of the Society at the time of winding up or dissolution, but in the event that the foregoing provisions can not be effected, then such funds shall be given or transferred to some other organization; provided that such organization, referred to in this paragraph, shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect, having previously been unalterable.

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