

**FORM 3  
SOCIETY ACT  
CONSTITUTION**

1. The name of the ~~society~~Society is the Vancouver Economic Commission (the "Society").
2. The purposes of the ~~society~~Society are to:
  - (i) educate the public in British Columbia and create an awareness of the importance of economic development to Vancouver's future;
  - (ii) promote the City of Vancouver nationally and internationally;
  - (iii) advise City council on key economic development issues;
  - (iv) develop an economic vision for the City of Vancouver;
  - (v) develop key economic indicators to better gauge the City of Vancouver's progress in the attainment of its economic development goals.
  - (vi) promote and foster the economic development of the City of Vancouver.

## BYLAWS OF VANCOUVER ECONOMIC COMMISSION

Here set forth, in numbered clauses, the bylaws providing for matters referred to in section 6(1) of the Society Act and any other bylaws: Bylaws of the Vancouver Economic Commission (the "Society").

### PART ~~1~~ – DEFINITIONS AND INTERPRETATION~~1.~~

#### Definitions

- 1.1 ~~(1)~~ In these bylaws, ~~unless the context otherwise requires,~~
- ~~(a)~~ ~~"directors"~~ means ~~the directors of the society for the time being;~~
  - (a) ~~(b)~~ ~~"Society Act"~~ means the Societies Act of British Columbia as amended from time to time ~~in force and all amendments to it;~~
  - (b) ~~(c)~~ ~~"registered address" of a member~~ Board means ~~his address as recorded in the register~~ the directors of members ~~the Society;~~
  - ~~(d)~~ ~~"Ordinary Resolution" means:~~
    - ~~(i)~~ ~~a resolution passed in a general meeting by the class(es) of Members of the Society who would be entitled to vote by a simple majority of votes cast in person or, where proxies are allowed, by proxy;~~
    - ~~(ii)~~ ~~a resolution that has been submitted to the Members of the Society and consented to in writing by seventy five percent (75%) of the class(es) of members who would have been entitled to vote on it in person or by proxy at a general meeting of the Society; and a resolution so consented to shall be deemed to be an Ordinary Resolution passed at a general meeting of the Society.~~
  - (c) ~~(e)~~ ~~"Special Resolution" means:~~ Bylaws means these Bylaws as altered from time to time;
  - (d) "City Councillors" means the persons holding the office of Mayor or Councillor and therefore members of the Council of the City of Vancouver from to time;
  - (e) "Designated City Staff" means the persons employed by the City of Vancouver and holding one of the following offices:
    - ~~(i)~~ ~~a resolution passed at a general meeting by a majority of not less than seventy five percent (75%) of the votes of those class(es) of Members of the Society who, being entitled to do so, vote in person or, where proxies are allowed, by proxy:~~ City Manager;
      - ~~(a)~~ ~~of which the notice that the bylaws provide not being less than fourteen (14) days notice specifying the intention to propose the resolution as a Special Resolution has been given; or~~

~~(b) if every Member entitled to attend and vote at the meeting so agrees, at a meeting of which not less than fourteen (14) days notice has been given;~~

~~(ii) a resolution consented to in writing by every Member of the Society who would have been entitled to vote on it in person or, where proxies are allowed, by proxy at a general meeting of the Society; and a resolution so consented to shall be deemed to be a Special Resolution passed at a general meeting of the Society.~~ Deputy City Manager; or

~~(iii) Director of Finance.~~

~~(f) "Honorary Members" means the City Councillors;~~

~~(g) "Ordinary Members" means the Designated City Staff.~~

### Definitions in Act apply

1.2 ~~(2)~~ The definitions in the ~~Society Act on the date these bylaws become effective~~ Act apply to these ~~bylaws~~ Bylaws.

~~2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.~~

### Conflict with Act or regulations

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

## **PART 2 – MEMBERSHIP** MEMBERS

### Application for membership

2.1 ~~3.~~ The members of the ~~society~~ Society are the applicants for incorporation of the ~~society~~ Society, and those persons who subsequently have become members, in accordance with these ~~bylaws~~ Bylaws and, in either case, have not ceased to be members. ~~4.~~

### Categories of members

2.2 ~~(1)~~ There ~~shall~~ will be the following ~~Members~~ members and categories of ~~Members~~ members of the Society:

~~(a) Ordinary Members; (b) Non-Voting Members; and~~

~~(b) (c) Honorary Members.~~

~~(2) A person may apply to the Honorary Members for membership in the Society as an Ordinary Member. Upon receiving the acceptance of and the appointment by the Honorary Members, as specifically provided for in this Bylaw 4 including the conducting of a public nomination process, if and when required as provided in these By-laws, a person shall be an Ordinary Member. The acceptance by the Honorary Members shall require a majority of not less than seventy five percent~~

~~(75%) of the votes cast at a meeting of the Honorary Members or as consented to in writing by not less than seventy-five percent (75%) of the Honorary Members in a resolution thereof. membership in the Society as an Ordinary Member shall be restricted to those persons who meet the eligibility requirements set forth in Bylaw 30 hereof and only those persons appointed as Directors of the Society by the Honorary Members pursuant to Part 5 of these Bylaws shall be Ordinary Members. There shall be a maximum of fifteen (15) Ordinary Members of the Society. A person appointed as a Director by the Honorary Members pursuant to these Bylaws shall be deemed to be an Ordinary Member upon becoming a Director.~~

- ~~(3) The Society shall two (2) Non-Voting Members who shall be entitled to attend all meetings of the Members and the Directors of the Society but shall have no voting rights at any such meetings. The Non-Voting Members shall be entitled to participate in all policy discussions of the Society, be involved the organization and attend all Society events and act as liaisons between the Society and the City Councillors of the City of Vancouver. The Non-Voting Members shall be made up of two (2) City Councillors of the City of Vancouver who shall be appointed as Non-Voting Members by the City Council of the City of Vancouver and automatically accepted as Non-Voting Members by the Directors of the Society by virtue of such appointment by the City Council of the City of Vancouver.~~
- ~~(4) A person may be a Non-Voting Member at the same time as he or she is a Honorary Member and a persons membership in one class does not affect their voting rights as a Member in another class.~~

2.3 The Honorary Members of the Society will be the City Councillors. An Honorary Member will continue to be an Honorary Member until such person ceases to hold the office of City Councillor, whether by resignation, disqualification, death, expiry of Council term without re-election, or for any other reason.

2.4 The Ordinary Members of the Society will be the Designated City Staff. An Ordinary Member will continue to be an Ordinary Member until such person ceases to hold the office of Designated City Staff, whether by resignation, death, incapacity, expiry of term of employment, suspension, termination, removal, or for any other reason.

### Renewal of membership

2.5 Membership of each member of the Society will **renew automatically each year on the anniversary of the member's acceptance in the Society** except as otherwise specifically provided for in these By-laws.

### Voting abilities of members

2.6 The Honorary Members:

- (a) ~~5. The Honorary Members of the Society shall be the Mayor and the City Councillors (collectively the Mayor and the City Councillors are hereinafter referred to as the "City Councillors") of the City of Vancouver as elected from time to time. An Honorary Member shall continue to be an Honorary Member until he/she resigns, dies or ceases to be a City Councillor of the City of Vancouver. An Honorary Member shall not be form a separate class of members from the Ordinary~~

Members and are the only members entitled to vote at any meeting of the Honorary Members, or ~~Directors of the Society~~ except any meeting of both Honorary Members and Ordinary Members, with respect to:

- (i) ~~(1)~~ proposed changes or amendments to the ~~Constitution~~ constitution or Bylaws of the Society;
- (ii) ~~(2)~~ the acceptance, appointment or ~~expulsion~~ removal of Ordinary Members; and
- (iii) ~~(3)~~ the acceptance, appointment or removal of ~~Directors~~ directors of the Society.

~~6. Every member shall uphold the constitution and comply with these bylaws.~~

(b) may only exercise the rights set out in Section 2.6(a) above by special resolution; and

(c) 7. The Honorary Members of the Society may, by ~~Special Resolution~~ special resolution of the Honorary Members, at either an annual general meeting of both Honorary Members and Ordinary Members or just Honorary Members, or an extraordinary ~~general~~ meeting of both Honorary Members and Ordinary Members or just Honorary Members, create, designate or discontinue classes of members of the Society.

~~8. Membership of each Member of the Society shall renew automatically each year on the anniversary of the Member's acceptance in the Society except as otherwise specifically provided for in these By-laws.~~

~~9.~~

~~(1) A person shall immediately cease to be an Ordinary Member of the Society:~~

- ~~(a) upon the date which is the later of the date of delivering his/her resignation in writing to the Secretary of the Society or to the address of the Society and the effective date of the resignation stated therein; or~~
- ~~(b) upon his/his death; or~~
- ~~(c) upon being expelled in accordance with these Bylaws; or~~
- ~~(d) upon being removed as a Director of the Society or at the expiry of the term of office of that Member as a Director of the Society.~~

~~(2) A person shall immediately cease to be a Non-Voting Member of the Society:~~

- ~~(a) upon the date which is the later of the date of delivering his/her resignation in writing to the Secretary of the Society or to the address of the Society and the effective date of the resignation stated therein; or~~
- ~~(b) upon his/his death; or~~
- ~~(c) upon ceasing to be or holding the office a City Councillor.~~

~~10. An Ordinary Member may be suspended or expelled only by a Special Resolution of the Honorary Members which shall require a seventy-five percent (75%) vote at a meeting of the Honorary Members or as evidenced by a written resolution passed by seventy-five percent (75%) of the Honorary Members in favor of the suspension or expulsion of the Ordinary Member. A notice of Special Resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion. An Ordinary Member who is the subject of the proposed resolution for expulsion must be given the opportunity to be heard at the general meeting before the resolution is put to a vote. The Honorary Members shall not be obliged to approve or follow the Ordinary Members' recommendations or resolutions for expulsion of another Ordinary Member.11.~~

### Duties of members

2.1 Every member will uphold the constitution and comply with these Bylaws.

### Amount of membership dues

2.2 No membership dues will be payable by any class of members.

### Member not in good standing

2.3 ~~(1)~~ All members are in good standing except a member who has failed to pay any debt due and owing by ~~him~~them to the Society and ~~he is~~they are not in good standing so long as the debt remains unpaid.

### Member not in good standing may not vote

2.4 A voting member who is not in good standing

(a) may not vote at a general meeting, and

(b) ~~(2) No membership dues shall be payable by any class of members.~~ is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### Termination of membership if member not in good standing

2.5 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

## **PART 3 – GENERAL MEETING OF MEMBERS**

### First annual general meeting

3.1 The first annual general meeting of the Society will be held not more than 15 months after the date of incorporation and after that an annual general meeting will be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

### Meetings of Ordinary Members

- 3.2 ~~12.~~ General meetings of the ~~society shall~~ Society will be held at the time and place, in accordance with the ~~Society~~ Act, that the directors decide.
- 3.3 Notice of a general meeting will specify the place, day and hour of meeting and, in case of special business, the general nature of that business.
- 3.4 ~~13.~~ Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.5 ~~14.~~ The directors may, when they think fit, convene an extraordinary general meeting. ~~15.~~
- 3.6 ~~(1)~~ The secretary of the Society ~~shall~~ will give not less than ~~fourteen (14)~~ days' written notice of a general meeting to all ~~its members entitled to receive notice which shall include the~~ Ordinary Members ~~and~~ (and may include but is not required to include the Honorary Members); but ~~those members~~ the Ordinary Members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing. ~~(2) Notice of a general meeting shall specify the place, day and hour of meeting and, in case of special business, the general nature of that business.~~ of the Ordinary Members.
- 3.7 ~~(3)~~ The accidental omission to give notice of a meeting to or the non-receipt of a notice by any of the members entitled to receive notice does not invalidate proceedings at that meeting.

### Meetings of Honorary Members

- 3.8 General meetings of the Honorary Members may be held concurrently with or separately from the Ordinary Members.
- 3.9 Every general meeting of Honorary Members is an extraordinary general meeting.
- 3.10 ~~16.~~ The ~~first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.~~ secretary of the Society or a group of 4 or more Honorary Members (the "Requisitionists") may, when they think fit, convene an extraordinary general meeting of Honorary Members to be held at the time and place, in accordance with the Act, that the Requisitionists decide.

### **PART 4—PROCEEDINGS AT GENERAL MEETINGS**

#### ~~17.~~ **Special Business is:**

- 3.11 The secretary of the Society or the Requisitionists will give not less than 14 days' written notice of an extraordinary general meeting to all Honorary Members (and may include but is not required to include all Ordinary Members); but the Honorary Members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing of the Honorary Members.
- 3.12 The accidental omission to give notice of a meeting to or the non-receipt of a notice by any of the members entitled to receive notice does not invalidate proceedings at that meeting.

### Ordinary business at general meeting

3.13 At a general meeting, the following business is ordinary business:

- (a) ~~(1) all business at an extraordinary general meeting except the adoption of rules of order; and~~ adoption of rules of order;
- ~~(2) all business transacted at an annual general meeting, except:~~
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors (where the meeting is a meeting of both Ordinary Members and Honorary Members);
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

### Notice of special business

3.14 A notice of a general meeting must state 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.

### Order of business at general meeting

3.15 The order of business at a general meeting is as follows:

- (a) ~~the adoption of rules of order;~~ elect an individual to chair the meeting, if necessary;
- (b) ~~the consideration of the financial statements;~~ determine that there is a quorum;
- (c) adopt rules of order, if necessary;
- (d) approve the agenda;
- (e) approve the minutes from the last general meeting;
- (f) deal with unfinished business from the last general meeting;
- (g) if the meeting is an annual general meeting,
  - (i) receive the directors' report on ~~the financial statements~~ of the Society for the previous financial year, and the auditor's report, if any, on those statements.
  - (ii) ~~(c) the report~~ receive any other reports of ~~the directors'~~ activities and decisions since the previous annual general meeting.
  - ~~(d) the report of the auditor, if any;~~



- ~~(e) the election of directors;~~
- ~~(f) the appointment of the auditor, if required; and~~
- (iii) elect or appoint directors (but only if a meeting of the Honorary Members), and
- (iv) appoint an auditor, if any;
- (h) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (i) terminate the meeting.

### Chair of general meeting

3.16 For a meeting of the Honorary Members or both Honorary Members and Ordinary Members.

- (a) The chairperson will be the Mayor;
- (b) The vice-chairperson will be the person then appointed as Deputy Mayor.

3.17 For a meeting of only the Ordinary Members.

- (a) The chairperson will be the City Manager;
- (b) The vice-chairperson will be the Deputy City Manager;
- (c) In the absence of the Chairperson, the Vice-Chairperson will chair the meeting.

### Alternate chair of general meeting

3.18 ~~(g) 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. If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.~~<sup>18.</sup>

### Quorum required

- 3.19 ~~(1) No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall~~ will 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 or until the meeting is adjourned or terminated.~~

### Quorum for general meetings

3.20 ~~(3) A~~ For a meeting of the Ordinary Members (whether or not the Honorary Members are invited), a quorum is a majority of the Ordinary Members of the Society or a greater number that the Ordinary Members may determine at a general meeting but never less than ~~three (3) persons.~~ 3 persons.

3.21 For a meeting of the Honorary Members (whether or not the Ordinary Members are invited), a quorum is a majority of the Honorary Members of the Society or a greater number that the Honorary Members may determine at a general meeting but never less than 4 persons.

### Lack of quorum at commencement of meeting

3.22 ~~19.~~ If within ~~thirty (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~~ will be terminated; but in any other case, it ~~shall~~ will 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 ~~thirty (30)~~ minutes from the time appointed for the meeting, the Ordinary Members or Honorary Members, as applicable, present constitute a quorum.

~~20. Subject to Bylaw 19, the chairperson of the society, the vice-chairperson or in the absence of both, one of the other directors present, shall preside as chairperson of a general meeting.~~

~~21. If at a general meeting:~~ quorum ceases to be present

3.23 If at any time during a general meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum or until the meeting is adjourned or terminated.

~~(1) there is no chairperson, vice-chairperson or other director present within fifteen (15) minutes after the time appointed for holding the meeting; or~~

~~(2) the chairperson and all other directors present are unwilling to act as chairperson, the Ordinary Members present shall choose one of their number to be chairperson.~~ ~~22.~~

### Adjournments by chairperson

3.24 ~~(1)~~ A general meeting may be adjourned from time to time and from place to place, but no business ~~shall~~ will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

3.25 ~~(2)~~ When a meeting is adjourned for 10 days or more, notice of the adjourned meeting ~~shall~~ will be given as in the case of the original meeting.

3.26 ~~(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.

~~23.~~

~~(1) No resolution proposed at a meeting need be seconded and the chairperson of a meeting may move or propose a resolution.~~

### Methods of voting

3.27 ~~(2)~~ In case of an equality of votes the chairperson ~~shall~~will not have a casting or second vote in addition to the vote to which ~~he~~that person may be entitled as a member and the proposed resolution ~~shall~~will not pass.~~24.—~~

3.28 ~~(1)~~ An Ordinary Member in good standing present at a meeting of members is entitled to ~~one~~ ~~(1)~~ 1 vote.

3.29 An Honorary Member in good standing present at a meeting of members is entitled to 1 vote.

3.30 ~~(2)~~ Voting may be by show of hands or voice vote recorded by the Secretary of the meeting.

### Proxy voting not permitted

3.31 ~~(3)~~ Voting by proxy is not permitted.

### Announcement of results

3.32 The chairperson of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

3.33 No resolution proposed at a meeting need be seconded and the chairperson of a meeting may move or propose a resolution.

### Matters decided at general meeting by ordinary resolution

3.34 ~~25.~~ 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.~~ 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 for an ordinary resolution.

## **PART ~~54~~ – DIRECTORS AND OFFICERS**

### Number of directors on Board

4.1 The number of directors will be not more than 9 nor less than 3 as determined by the Honorary Members.

### Roles of directors

4.2 ~~26.~~ The affairs of the Society ~~shall~~will be managed by the directors, each of whom at the time of ~~his~~their election or appointment and throughout ~~his~~their term of office must be a member in good standing of the ~~society~~Society.~~27.—~~

4.3 Every director will unreservedly subscribe to and support the purposes of the Society.

4.4 ~~(1)~~ The directors may exercise all the powers and do all the acts and things that the ~~society~~Society may exercise and do, and which are not by these ~~bylaws~~Bylaws or by

statute or otherwise lawfully directed or required to be exercised or done by the ~~society~~Society in general meeting, but subject, nevertheless, to

- (a) all laws affecting the ~~society~~Society;
- (b) these ~~bylaws~~Bylaws; and
- (c) rules, not being inconsistent with these ~~bylaws~~Bylaws, which are made from time to time by the ~~society~~Society in general meeting.

4.5 The following directors will, unless otherwise resolved by the Board, hold the following positions at the directors' meetings:

(a) City Manager – Chairperson

(b) Deputy City Manager – Vice-Chairperson

4.6 ~~(2)~~ No rule, made by the ~~society~~Society in general meeting, invalidates a prior act of the directors that would have been valid if that had not been made.

4.7 No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

#### Election or appointment of directors

4.8 ~~28. Only~~ Directors ~~in good standing shall be~~are not eligible to be appointed as officers of the Society.

~~29. — The number **Term** of directors shall be not more than 15 nor less than 9 as determined by the Honorary Members.~~

~~30. —~~

~~(1) — At the first annual general meeting after this bylaw comes into force all of the Directors shall be appointed, with one-half (1/2) of them being appointed for a one (1) year term and a one-half for a two (2) year term. In 2007 all Directors shall be elected for a term of one year more or less. Thereafter, Directors shall be appointed, elected or re-appointed for three (3) year terms more or less so that approximately one-third (1/3) of the directors are appointed at each annual general meeting to serve until the annual general meeting in the third year after their appointment at which time they shall retire from office. The Honorary Members shall make appropriate amendments to the terms of the newly appointed and incumbent directors so that there is an orderly transition into the three year appointment cycle.~~

~~(2) — The Directors shall be appointed by the Honorary Members following a public nomination process, except as otherwise specifically provided herein. The Honorary Members in making all appointments may consult with the nominating committee of the directors, if any, but must only conduct public nominations for the appointment of newly appointed Directors and all subsequent appointments of Directors that are replacements of or fill vacancies in the Board created at the end of a current Director's term of office. The Honorary Members need not conduct a~~

~~public nomination process to appoint a replacement Director in the case where the Director resigns, dies or is removed during his term, where the newly appointed replacement Director is being appointed only for the balance of the term of the Director being replaced or in the case of a current Director that is being re-elected or re-appointed for an additional term of office. The Honorary Members in making all appointments of Directors shall appoint persons who have previously demonstrated a commitment to the economic well being of the City of Vancouver and have positive experience in business management with a good knowledge of one or more sectors of the economy. In making such appointments the Honorary Members shall whenever possible appoint persons who have experience or skill in the area of economic development and business promotion.~~

4.9 ~~(3)~~ Each person who is appointed ~~a Director~~ an Ordinary Member of the Society pursuant to these Bylaws or by the Honorary Members ~~shall~~ will by virtue of being ~~a Director~~ be an Ordinary Member of the Society also be a director for so long as that person remains ~~a Director~~ an Ordinary Member.

### Cessation of directors

4.10 ~~(4)~~ A person ~~shall automatically cease to be a Director of the Society;~~ will automatically cease to be a director of the Society when they cease to be an Ordinary Member.

~~(a) — upon the date which is the later of the date of delivering his/her resignation in writing to the Secretary of the Society or to the address of the Society and the effective date of the resignation stated therein;~~

~~(b) — upon his/her death; or~~

~~(c) — upon removal by expulsion pursuant to a special resolution of Honorary Members as provided for in Bylaw 30(2) hereof.~~

~~(5) — Upon the removal of a Director from office as provided in these Bylaws, a another Director may be appointed by the Honorary Members as provided for in Bylaw 30(2) to serve the balance of the term.~~

~~(6) — Every Director shall unreservedly subscribe to and support the purposes of the Society.~~

~~(7) — A person may be removed as an officer by a board resolution.~~

~~31. —~~

~~(1) — The directors shall elect from their numbers a chairperson, vice-chairperson, secretary and treasurer.~~

~~(2) — The directors may elect from their number such other officers to perform duties to be defined by the directors as the needs of the society require from time to time.~~

~~32. — No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.~~

### Directors may fill casual vacancy on Board

4.11 ~~33. The Honorary Members may by Special Resolution of the Honorary Members remove a Director before the expiration of his/her term in office and may elect a successor to complete the term of office.~~ Board may, at any time, appoint a person employed by the City as an acting or deputy Designated City Staff as a director to fill a vacancy that arises on the Board, pending a special resolution of the Honorary Members to appoint a replacement Designated City Staff.

#### Term of appointment of director filling casual vacancy

4.12 A director appointed by the Board to fill a vacancy ceases to be a director upon the passage of a Special Resolution of the Honorary Members appointing a replacement Designated City Staff.

#### Remuneration of directors

4.13 ~~34. No director shall~~will be remunerated for being or acting as a director but a director ~~shall~~will be reimbursed for all expenses necessarily and reasonably incurred by ~~him/her~~them while engaged in the affairs of the ~~society~~Society.

### **PART ~~65~~ – ~~PROCEEDINGS OF DIRECTORS' MEETINGS~~<sup>35</sup>. —**

#### Calling directors' meetings

5.1 A director may at any time, and the secretary, on the request of a director, will, convene a meeting of the directors.

#### Notice of directors' meeting

5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

5.3 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.

#### Proceedings valid despite omission to give notice

5.4 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

#### Conduct of directors' meetings

5.5 ~~(1)~~ The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

#### Quorum of directors

5.6 ~~(2)~~ The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum ~~shall~~will be a majority of the directors then in office.

### Chairperson at directors' meetings

- 5.7 ~~(3)~~ The chairperson ~~shall~~will be chairperson of all meetings of the directors, but if at a meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the vice-chairperson ~~shall~~will act as chairperson; but if neither is present the directors may choose one of their number to be chairperson at that meeting.
- ~~(4)~~ ~~A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.~~

### Methods of participation

- 5.8 ~~(5)~~ A director who is entitled to participate in, including vote at, a meeting of directors or of a committee of directors may participate-
- (a) in person, or
  - (b) by telephone, video-conference or other communications medium if all directors participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other.
- 5.9 ~~(6)~~ A director who participates in a meeting in a manner contemplated by subsection ~~(5)~~5.8(b) is deemed, for all purposes of the ~~Society~~ Act, to be present at the meeting.

### Resolutions

- 5.10 ~~(7)~~ A resolution of the directors or of any committee of the directors
- (a) ~~May~~may be passed without a meeting if each of the directors entitled to vote on the resolution consents to it in writing including by ~~facsimile or~~ email or text, and
  - (b) ~~is~~is, if the resolution is passed in accordance with paragraph (a), deemed
    - (i) ~~To~~to be proceeding at a meeting of directors or of a committee of directors, and
    - (ii) ~~To~~to be as valid and effective as if it has been passed at a meeting of directors or of a committee of directors that satisfies all the requirements of the ~~Society~~ Act, and all the requirements relating to meetings of directors or of a committee of directors. ~~36.~~\_\_\_\_\_

5.11 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.

5.12 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.

### Forming of committees

- 5.13 ~~(4)~~ The directors may delegate any, but not all, of their powers to committees consisting of ~~the director~~one or more directors, as they think fit.

5.14 ~~(2)~~ A committee so formed in the exercise of the powers so delegated ~~shall~~will conform to any rules imposed on it by the directors, and ~~shall~~will 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.

5.15 ~~37.~~ A committee ~~shall~~will 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~~will choose one of their number to be chairperson of the meeting.

5.16 ~~38.~~ The members of a committee may meet and adjourn as they think proper.

~~39.~~ ~~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.~~

~~40.~~ ~~A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,~~

~~(1)~~ ~~no notice of meeting of~~Voting at directors ~~shall be sent to that director; and'~~ and committee meetings

~~(2)~~ ~~any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.~~~~41.~~

5.17 ~~(1)~~ Questions arising at a meeting of the directors and committee of directors ~~shall~~will be decided by a majority of votes.

5.18 ~~(2)~~ In case of an equality of votes the chairperson ~~shall~~will not have a second or casting vote.

~~42.~~ ~~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.~~

~~43.~~ ~~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~~6 – DUTIES OF OFFICERS~~44.~~

### Board Authority

6.1 ~~(1)~~ The ~~chairperson shall preside at all meetings of the society and of the directors.~~Board has the exclusive authority over and is responsible for the appointment, management, supervision, removal, suspension, termination, and replacement of the Chief Executive Officer (the "CEO").

~~(2)~~ ~~The chairperson is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.~~

~~45.~~ ~~The vice chairperson shall carry out the duties of the chairperson during his absence.~~



### The secretary and treasurer

6.2 The Society will have a CEO who will have such authority, duties and responsibilities as are conferred on the CEO by resolution of the Board from time to time.

6.3 ~~46-~~The Society will have a secretary ~~shall~~who will:

- (a) ~~(1)-~~conduct the correspondence of the ~~society~~Society;
- (b) ~~(2)-~~issue notices of meeting of the ~~society~~Society and directors;
- (c) ~~(3)-~~keep minutes of all meetings of the ~~society~~Society and directors;
- (d) ~~(4)-~~have custody of all records and documents of the ~~society~~Society except these required to be kept by the treasurer:
- (e) ~~(5)-~~have custody of the common seal of the ~~society~~Society; and
- (f) ~~(6)-~~maintain the register of members.

6.4 ~~47-~~The Society will have a treasurer ~~shall~~who will:

- (a) ~~(1)-~~keep the financial records, including books of account, necessary to comply with the ~~Society~~ Act; and
- (b) ~~(2)-~~render financial statements to the directors, members and others when required.~~48.—~~

6.5 ~~(1)-~~The offices of secretary and treasurer may be held by one person who ~~shall~~will 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 27.~~

6.6 ~~49-~~In the absence of the secretary from a meeting, the directors ~~shall~~will appoint another person to act as secretary at the meeting.

### **PART ~~87~~ – SEAL**

7.1 ~~50-~~The directors may provide a common seal for the ~~society~~Society and may destroy a seal and substitute a new seal in its place.

7.2 ~~51-~~The common seal ~~shall~~will be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the chairperson and secretary or chairperson and secretary/treasurer.

### **PART ~~98~~ – BORROWING**

8.1 ~~52-~~In order to carry out the purposes of the ~~society~~Society the directors may, on behalf of and in the name of the ~~society~~Society, open and operate one or more bank accounts,

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.

8.2 ~~53.~~ No debenture ~~shall~~will be issued without the sanction of a ~~Special Resolution~~special resolution of the Ordinary Members and the Honorary Members.

8.3 ~~54.~~ 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~~9 – LENDING**

~~55.~~ In furtherance of its purposes, the Society may lend the money or provide loan guarantees with the money it may receive through the Community Enterprise Fund Program developed and sponsored by Her Majesty the Queen in Right of Canada represented by the Minister of Western Economic Diversification (the “Federal Program”) to or on behalf of any person, upon such terms as the Directors deem advisable, provided that no monies received by the Society from any source other than the Federal Program shall be lent or used to provide loan guarantees or as security therefore without such lending or loan guarantees first being approved by a Special Resolution of both the Ordinary Members and the Honorary Members of the Society. Any loan permitted hereunder may be made with or without interest, and without security.

9.1 The Society does not have the authority to loan money or to provide guarantees or any other type of financial assistance to any person.

#### **PART ~~11~~10 – INVESTMENTS**

10.1 ~~56.~~ The ~~Directors~~directors may, from time to time, direct the investment of ~~those monies~~the money and other assets of the ~~society~~Society received through the Community Enterprise Fund Program as referred to in paragraph 54 ~~as referred to in paragraph 54~~Society in such manner as the ~~Directors shall~~directors will deem fit and prudent, and shall ~~not~~but will be limited to only those investments authorized by ~~law for trustees~~57. ~~The directors may, from time to time, retain investment counsellors, professional advisors and other persons for the purpose of counselling the Society with respect to the investment of its assets.~~the Vancouver Charter and approved by the Director of Finance (as that official is defined in the Vancouver Charter).

#### **PART ~~12~~11 – AUDITOR**

11.1 ~~58.~~ This Part applies only where the ~~society~~Society is required or has resolved to have an auditor.

11.2 ~~59.~~ The first auditor ~~shall~~will be appointed by the directors who ~~shall~~will also fill all vacancies occurring in the office of auditor.

11.3 ~~60.~~ At each annual general meeting the ~~society shall~~Society will appoint an auditor to hold office until ~~he~~the auditor is re-elected or ~~his~~a successor is elected at the next annual general meeting.

11.4 ~~61.~~ An auditor may be removed by ordinary resolution.

11.5 ~~62.~~ An auditor ~~shall~~will be promptly informed in writing of appointment or removal.

11.6 ~~63.~~ No director ~~and no, officer or~~ employee of the ~~society shall~~ Society will be auditor.

11.7 ~~64.~~ The auditor may attend general meetings.

#### PART ~~13~~12 – NOTICES TO MEMBERS

12.1 ~~65.~~ A notice may be given to a member, either personally or by mail, ~~facsimile~~ or email to ~~him at his~~ the registered address for that member.

12.2 ~~66.~~ A notice sent by mail ~~shall~~ will be deemed to have been given on the second day following that on which the notice is posted, and in ~~providing~~ proving that notice has been given it is sufficient to prove the notice ~~as was~~ properly addressed and put in a Canadian post office receptacle. Notice by email will be deemed to have been given on the day it is sent where the recipient has replied or there has been no "auto-reply" issued by the recipient's email server. ~~67.~~ —

12.3 ~~(1)~~ Notice of a general meeting ~~shall~~ will be given to

- (a) Every member shown on the register of members on the day notice is given; and
- (b) the auditor, if Part ~~40~~11 applies.

12.4 ~~(2)~~ No other person is entitled to receive a notice of general meeting.

#### PART ~~44~~13 – BYLAWS

13.1 ~~68.~~ On being admitted to membership, each member is entitled to and the ~~society shall~~ Society will give ~~him~~ them at request, without charge, a copy of the constitution and ~~bylaws~~ Bylaws of the ~~society~~ Society.

13.2 ~~69.~~ These ~~bylaws shall~~ Bylaws will not be altered or added to except by Special Resolution of the ~~Ordinary Members and the~~ Honorary Members.

13.3 ~~70.~~ On the winding up or dissolution of this ~~society~~ Society, funds or assets remaining after all debts have been paid ~~shall~~ will be transferred to a charitable- institution with purposes similar to those of this ~~society~~ Society, or, if this cannot be done, to another charitable institution recognized by Revenue Canada as qualified under the provisions of the Income Tax Act of Canada. **This clause was previously unalterable.**

13.4 ~~71.~~ The purpose of the ~~society shall~~ Society will be carried out without purpose of gain for its members, and any profits or other accretions to the ~~society shall~~ Society will be used for promoting its purpose. **This clause was previously unalterable.**

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Rendering set	Standard

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