



**LOWER ISLAND SOCCER ASSOCIATION**

**BYLAWS**



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## SECTION 1. PREAMBLE

### 1.1 PURPOSE

The Lower Island Soccer Association (LISA) purpose is stated in the Constitution. It is to foster youth soccer, support opportunities for graduated youth soccer experience, support the members' delivery of youth soccer, and govern youth soccer on southern Vancouver Island and the Gulf Islands.

Overarching this purpose is the value of "Keeping soccer fun!"

LISA achieves these by:

- (a) Fostering youth soccer in the southern part of Vancouver Island
  - Advocating on behalf of soccer in the southern part of Vancouver Island with more senior soccer bodies
  - Providing public and media relations on the sport, sporting events and results
  - Marketing the sport of soccer
  - Communicating and providing information about the sport
  - Promoting the sport, members, sporting events, soccer participants
  - Providing a behavioural framework (Code of Conduct, discipline, ethics)
- (b) Supporting opportunities for graduated youth soccer experience
  - Providing the framework for the continuum (tiers) of playing opportunities and training
- (c) Supporting the Members' delivery of youth soccer
  - Providing the framework for and assisting with the training of directors, coaches and officials
  - Providing the framework for Tiers 3 and 4
  - Managing league balance
  - Scheduling interlocking matches
  - Organizing all-club festivals and tournaments
  - Developing and managing the player catchment framework
  - Facilitating activities that are of benefit to multiple members
  - Providing the framework for and administering discipline
  - Providing the framework for and assisting with the resolution of complaints and disputes
- (d) Governing youth soccer
  - Providing and assisting with the application of a behavioural framework (Code of Conduct, discipline, ethics)
  - Liaising with governance levels for soccer within British Columbia
  - Fostering an environment of respect and safety
  - Conducting strategic planning
  - Provide a framework for and assistance with risk management



- Providing the policy and rules framework, including the application of the rules framework from over-arching bodies (FIFA, CSA, BCSA)
- Identifying and promoting best governance and operational practices.

## 1.2 AFFILIATION

The Lower Island Soccer Association (LISA) is a member of the British Columbia Soccer Association (BCSA).

The LISA Board will select their representative to BCSA.

The choice will comply with BCSA requirements.

The LISA bylaws and governance structure will adhere to the membership requirements of BCSA.

## 1.3 INCORPORATION

This Society was incorporated on October 5, 2000 under the *Society Act (RSBC 1996)* as the Lower Island Youth Soccer Association. The following year, on June 6, 2001, the name was changed to the Lower Island Soccer Association.

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

## 1.4 LEGISLATION

The Society's actions are governed by the *Societies Act* and Regulations or any other act or regulations that may replace that legislation.

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

## SECTION 2. INTERPRETATION

### 2.1 DEFINITIONS

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

“**Affiliate Member**” means an individual or organization that supports the Association's purpose and that has been approved as a non-voting member in accordance with section 3.1.5 Affiliate members

“**Agreement**” see Membership Agreement below.

“**Annual General Meeting**” (**AGM**) means the meeting of the members that the Association is required to convene each year in accordance with section 4.2 Annual General Meetings.

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

“**Association**” means the Lower Island Soccer Association (LISA).

“**Board**” means the Board of Directors as appointed or elected in accordance with Article 5, Directors.

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

“**Board Resolution**” means a resolution:

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



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

**“Club”** means a soccer organization that has been approved as a Full Member.

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

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

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

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

**“Court”** means the Supreme Court of British Columbia.

**“Director”** means a person who is elected or appointed in accordance with Article 5 Directors.

**“Electronic meeting”** means a meeting that is conducted fully or partially electronically. All persons attending the meeting must be able to participate, whether by telephone or other communications medium:

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

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

**“Full Member”** means the initial (founding) soccer organizations at the time of incorporation and any soccer organization subsequently approved in accordance with section 3.2. Application for membership.

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

**“General Meeting”** means a meeting of the members as described in Article 4, Meetings of members.

**“Honorary Member”** means a person who has been recognized in accordance with section 3.1.3 Honorary Members:

**“In good standing”** means a member who has met their legal obligations (including not owing any money) to the Association.

**“In person”** means that the member is in the room where the meeting is being held or who is connected to the meeting in such a way that they can take all actions, including voting, as if they were in the room (see “Electronic meeting” above).

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

**“Mailing address”** means the registered office mailing address as set out in the Association’s statement of directors and registered office.

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



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

**"Member in good standing"** means a member who has complied with section 3.3 Member obligations.

**"Membership Agreement"** means an agreement between LISA and a Provisional Full Member resulting from the application process which specifies the commitments made by the applicant and the probationary period.

**"Officer"** means a director who, following the annual general meeting, is elected by the Board to be the President, Vice-President, Treasurer or Secretary.

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

**"Policies"** means the documents that set the framework for decisions and actions:

- taken by the Board (governance policies);
- delegated to the senior manager for the administration of the operations (administrative policies): and
- operational policies approved by the Board to be executed by the senior manager in the delivery of the soccer programs and the administration of the association.

**"Provisional Full Member"** means an organization that has been approved for Full Membership subject to a Membership Agreement(see above).

**"Quorum"** means the minimum number of Members required to transact business at a general meeting (see section 4.1.2 Quorum for a general meeting) or the minimum number of directors required to transact business at a board meeting (see section 5.5.2 Proceedings of the Board, Quorum).

**"Register of Directors"** means the list of the directors including their names and contact information.

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

**"Representative"** means the person authorized by an Affiliate Member to act on its behalf.

**"Sanction"** means actions specified in policy that the Board may take in instances where a Member knowingly contravenes or fails to implement a decision made by the Members or the Board;

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

**"Society"** means the Lower Island Soccer Association.

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

**"Special Business"** means:

- any business conducted at a special general meeting as outlined in the notice calling the meeting (see section 4.3 Special General Meetings); and





- any business conducted at an annual general meeting except adopting the rules of order, considering the financial statements, hearing the Board report, hearing the auditor's report (if any), electing directors, and appointing an auditor (if required).

**“Special General Meeting”** means a meeting of the members of the Association that is called between annual general meetings in order to deal with urgent matters that require the members' approval (see section 4.3 Special General Meetings).

**“Special Resolution”** means a resolution that:

- is passed at a general meeting by at least 2/3 of the votes cast in accordance with section 4.1.7 Voting at a general meeting; or
- is consented to in writing by 2/3 of the members with voting rights.

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

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

**“Unfilled (director) position”** means a position on the Board:

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

(see “Vacant position”).

**“Youth”** means a person under the age of 18 and in the context of ‘youth soccer, the person must be under age 18 at the time of registration.

**“Vacant position”** means a director position that was filled through election at an annual general meeting and that subsequently becomes vacant (see “Unfilled position”).

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

## 2.2 GRAMMAR

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

## 2.3 PROCEDURES

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

## SECTION 3. MEMBERSHIP

Members can only amend this section with a special resolution passed at a general meeting by at least 90% of the votes cast by the voting members.

The Board may from time to time:

- (a) recommend changes to criteria, categories and subcategories for membership in line with guidelines from BC Soccer;
- (b) set the grounds for approving, suspending and revoking membership;
- (c) determine membership benefits, privileges and services; and
- (d) review members' qualifications to ensure that they continue to meet the current requirements.

### 3.1 CLASSES OF MEMBERS

Members are:



- (a) the people who applied to have the Association incorporated as a society;
- (b) the organizations approved by the Board as Full Members, Provisional Full Members, or Affiliate Members after incorporation; and
- (c) individuals awarded honorary membership.

**3.1.1 Full Members**

Full Members: are those organizations

- (a) that were members at the time of incorporation; and
- (b) those subsequently approved for Full Membership by the Board.

**3.1.2 Provisional Full Members**

Provisional Full Members are those organizations:

- (c) that have applied for Full Membership;
- (d) whose application has been approved subject to a Membership Agreement; and
- (e) who are operating during a probationary period.

**3.1.3 Affiliate Members**

Affiliate Members are organizations and associations:

- (a) whose mandates or missions and purposes align with, support, or complement LISA's purpose; and
- (b) whose application for Affiliate Membership has been approved by the Board.

**3.1.4 Honorary Members**

Honorary Members are individuals who have made an exceptional contribution to furthering the Association's Purpose.

The Board:

- (a) may confer honorary membership to recognize this exceptional contribution; and
- (b) may approve benefits specific to Honorary Members.

Honorary Members who are also members in good standing:

- (a) retain all their rights and responsibilities as members; and
- (b) gain any benefits and services they enjoy as Honorary Members.

**3.2 APPLICATION FOR MEMBERSHIP**

The Board:

- (a) will develop policies in support of qualification at the time of application and continued qualification;
- (b) will develop procedures and requirements in support of the determination of qualification for membership;
- (c) will establish a Membership Committee;
- (d) will acknowledge receipt within 10 business days of receipt of complete applications;
- (e) will begin the adjudication process and timeframe once they have received the complete application form and all the required supporting documentation; and



- (f) will complete the application process and notify the applicant of the result within 60 days after receipt of the complete application and documentation.

An organization becomes a member when:

- (a) the Board approves the application;
- (b) if the application is for Full Membership, the status is confirmed as Provisional Full Member and a Membership Agreement has been signed; and
- (c) the applicant has paid all required dues.

The applicant:

- (a) must provide documents with their application on their incorporation; governance and operational structures; policies, codes of conduct, and risk management; and viability; and
- (b) must provide any further documentation in support of their application as requested by LISA.

### 3.2.1 Requirements

To qualify for membership, the applicant must:

- (a) be a registered society, sole proprietor or incorporation registered in BC;
- (b) provide soccer programs within the mandate of LISA;
- (c) provide soccer programs to the standards set by LISA and superior bodies applicable to the delivery level;
- (d) be aligned with LISA's purpose, vision, and values;
- (e) enhance LISA's ability to fulfil its purpose;
- (f) provide programs without being a detriment to existing Full Members;
- (g) be financially viable;
- (h) be operationally viable; and
- (i) be organizationally sound.

The Board:

- (a) will assess all applications against the requirements and the extent to which the applicant meets the standards set in policy;
- (b) will sign a Membership Agreement with Provisional Full Members stating commitments that must be met and the probationary period;
- (c) will monitor Provisional Full Member performance against the Membership Agreement;
- (d) will remove the provisional status and approve Full Member accreditation once all terms and commitments in have been met;
- (e) may extend the probationary period if all terms and commitments have not been but in their opinion could be met; and
- (f) .revoke the Provisional Full Membership if, in their sole opinion, the level of performance against the Membership Agreement warrants it.

### 3.3 MEMBER OBLIGATIONS

Members:



- (a) must uphold the constitution and comply with these bylaws and policies approved by the Members and / or the Board;
- (b) are deemed to have accepted and agree to be bound by any decision made in accordance with the constitution, these bylaws, and policies approved by the members and / or the Board;
- (c) who fail to comply with such a decision will be held to account and sanctioned under the Compliance Policy;
- (d) must observe and be bound by a code of ethics and any standards of practice as may be approved by the membership; and
- (e) are liable for the payment of dues, subscriptions and assessments levied in accordance with these bylaws.

Members are not liable for the Association's debts or liabilities.

### **3.4 MEMBER RIGHTS**

#### **3.4.1 Full Members**

Full Members:

- (f) are entitled to propose nominees for election to the Board;
- (g) have the right to vote on all matters in a general meeting;
- (h) are included in the count for quorum of general meeting;
- (i) may attend and participate in general meetings;
- (j) may, in conjunction with another Full Member or Provisional Full Member, requisition a general meeting;
- (k) may request that an item be included in the agenda for a general meeting;
- (l) may, in conjunction with a Full Member or a Provisional Full Member, submit a member proposal (see section 4.1.6 Member Proposal);
- (m) ask that the review of the financial statements be read at the annual general meeting if a review has been conducted;
- (n) may vote at a meeting of a committee to which they are appointed;
- (o) may review the Association's documents after giving reasonable notice in accordance with section 10, Society records;
- (p) may receive a copy of the constitution and bylaws; and
- (q) receive a copy of the financial statements.

#### **3.4.2 Provisional Full Members**

Provisional Full Members:

- (a) have all the rights of a Full Member; but
- (b) are subject to the terms of the Member Agreement.

#### **3.4.3 Affiliate Members**

Each Affiliate Member:

- (a) is entitled to one representative;
- (b) must nominate, in writing, the representative who will act on their behalf;



- (c) may select this representative in any manner that is appropriate to their organization; and
- (d) may subsequently change the representative by notifying LISA of the change in writing.

Affiliate Member representatives:

- (a) do not have voting rights;
- (b) may request items for inclusion on the agenda of a general meeting;
- (c) may participate in a general meeting;
- (d) may be appointed to a committee of the Board;
- (e) may review the Association's documents after giving reasonable notice in accordance with section 10, Society records;
- (f) may receive a copy of the constitution and bylaws; and
- (g) may receive a copy of the latest financial statement.

#### **3.4.4 Honorary Members**

Honorary Members who are also Full or Affiliate members retain their rights under that membership.

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

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

### **3.5 MEMBERSHIP DUES**

#### **3.5.1 Dues amount**

The Board:

- (a) may waive, adjust the amount of or alter the payment schedule for the annual dues on a case-by-case basis;
- (b) will prorate the dues for any member who is approved for membership after July 1<sup>st</sup> based on the date that membership is approved;
- (c) may approve an increase of up to 5% in the annual dues for the upcoming year;
- (d) will recommend any increase of more than 5% to the members for their approval at a special general meeting;
- (e) will reflect the decision on the dues in the budget for the upcoming year at a Board meeting to be held within two months of taking office; and
- (f) will inform the members of the dues with the issuance of the membership fees invoice.

#### **3.5.2 Payment of annual dues**

The Association:

- (a) will issue the invoices for the annual dues as set out in policy based on BCSA and LISA operational requirements; and



- (b) will communicate the timeframe for payment and consequences of non-payment to the members.

New Members who are approved for membership after July 1<sup>st</sup>;

- (a) will pay the prorated dues at the time the Board approves the membership application;
- (b) will be added to the list of members on the Association's website; and
- (c) will be included in the Annual Roster and on the website listing for the following year if they comply with the requirements below.

Members:

- (a) are expected to pay the dues within 30 days, by July 1<sup>st</sup>;
- (b) who do not pay the dues within 30 days, by August 1<sup>st</sup>, will be in arrears, may be suspended and as a consequence will not be entitled to attend meetings or vote;
- (c) who do not pay the dues within 60 days, by September 1<sup>st</sup>, will be not be in good standing, will be suspended and as a consequence will lose the right to attend meetings and will also lose voting rights;
- (d) who do not pay or have not made arrangements to pay the dues within 120 days, by October 1<sup>st</sup>, will be deemed to have resigned.

### **3.6 DURATION OF MEMBERSHIP**

#### **3.6.1 Provisional Full a membership**

The Board, may:

- (e) extend the probationary period to enable the Provisional Full Member to fulfil all the obligations;
- (f) terminate the Provisional Full Membership if the member cannot meet the agreed-upon obligations; or
- (g) approve the conversion to Full Membership upon the completion of the obligations.

#### **3.6.2 Revoking a membership**

The Board may:

- (a) revoke a membership when, in their sole opinion, continuation of the membership would not be in the best interests of the Association.

#### **3.6.3 Suspending a member**

The Board may:

- (a) suspend the membership of any member who is not in good standing in accordance with 3.3.5 Payment of Annual Dues;
- (b) reinstate the member when all arrears have been paid in full; and
- (c) terminate the membership on the basis of a deemed resignation if the member has not been in good standing for 120 days after the money was payable.

The Board must give the member:

- (a) not less than 14 calendar days' written notice of the time and place of the Board meeting at which the vote to suspend the membership is to be taken;
- (b) the reason(s) for the proposed suspension; and



- (c) the opportunity to speak at the Board meeting or provide a written submission of no more than 1,500 words before the Board votes on the resolution.

#### **3.6.4 Expelling a member**

The Members may expel a Full or Affiliate member if:

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

The Board must:

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

The Full or Affiliate Member proposed for expulsion:

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

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

The Members:

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

#### **3.6.5 Termination of membership**

Membership ends when the member:

- (a) no longer meets the qualifications for membership and has not received an extension from the Board in accordance with section 3 Members;
- (b) ceases operating;
- (c) resigns in writing; or
- (d) is expelled.

The former member:

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

#### **3.6.6 Member resignation**

The Board:



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

A member:

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

### **3.6.7 Changing an Affiliate Member's representative**

The Board may request that an Affiliate Member change its representative if they consider that:

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

## **SECTION 4. MEETINGS OF MEMBERS**

### **4.1 GENERAL MEETINGS**

General Meetings must be held on South Vancouver Island at a location selected by the Board.

#### **4.1.1 Calling general meetings**

The Board must:

- (a) provide written notice calling a general meeting;
- (b) give no more than 60 days and no less than 7 days' notice in advance of the meeting;
- (c) select a place within British Columbia for the meeting;
- (d) state the time, place and reason for the meeting in the notice;
- (e) attach the agenda of the business to be transacted in the notice;
- (f) send the notice to the members':
  - (i) email addresses where these are available; or
  - (ii) fax numbers, where these are available; or
  - (iii) address by regular post; and
- (g) post the notice on the Association's website.

The notice:

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

A member:

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





#### 4.1.2 Quorum for general meetings

Quorum:

- (a) is seven Full Members and / or Provisional Full Members in good standing who are either present in person or have voted in advance of the meeting;
- (b) must be present for the proceedings of a general meeting to be valid;
- (c) is not needed to elect a chair, or to adjourn a meeting, or end a general meeting; and
- (d) is needed for all other business.

If there is no quorum:

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

#### 4.1.3 Order of business at a general meeting

The order of business at all general meetings is:

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

All general meetings conclude with:

- (a) adjourning the meeting.

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

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

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



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

**4.1.4 Chairing a general meeting**

The President will chair the general meetings.

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

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

**4.1.5 Participating in general meetings**

All Members:

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

All Full Members:

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

Members may participate in a general meeting:

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

**4.1.6 Member proposals**

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

The proposal must:

- (a) be submitted by a minimum of two of the Full Members and / or Provisional Full Members;
- (b) include the names and signatures of the members making the proposal;
- (c) include one statement in support of the proposal to be included in the meeting notice;
- (d) include a description on the proposal that together with the statement for the notice does not exceed 1,500 words; and
- (e) not be substantially the same as a proposal considered at a general meeting in either of the two previous calendar years.

The Board must:

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



- (e) may decline the proposal if it is substantially the same as a proposal considered at the annual general meeting in the previous two years.

#### 4.1.7 Voting at a general meeting

Each Full Member in good standing:

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

Voting by proxy is not permitted.

Full Members vote by:

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

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

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

#### 4.1.8 Voting results

If a vote does not have the majority required:

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

The chair must announce the outcome of each vote.

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

#### 4.1.9 Adjourning a general meeting

A general meeting may be adjourned.

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

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

#### 4.1.10 Changes approved at a general meeting

A change that is approved at a general meeting:



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

#### **4.2 ANNUAL GENERAL MEETINGS**

##### **4.2.1 Timing of the annual general meeting**

The Board:

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

##### **4.2.2 Ordinary business**

Ordinary business at the annual general meeting is the:

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

At the annual general meeting, the Board must present:

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

At the annual general meeting, the members:

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

##### **4.2.3 Requesting items for inclusion on the agenda for an annual general meeting**

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

The item:

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



#### 4.2.4 Adjourning an annual general meeting

The Chair:

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

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

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

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

#### 4.3 SPECIAL GENERAL MEETINGS

##### 4.3.1 Called by the Board

The Board:

- (a) may call a general meeting at any time to deal with item(s) that cannot be delayed until the next annual general meeting;
- (b) must provide notice of the meeting no more than 60 days before and no less than 14 days before the meeting;
- (c) must send the notice of the meeting to all voting members; and
- (d) may send the notice by email.

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

##### 4.3.2 Requisitioned by members

Full Members and Provisional Full Members may requisition a general meeting.

The requisition:

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

The Board:

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



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

**4.3.3 Ordered by the court**

The court may order that a general meeting be held:

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

The court:

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

**SECTION 5. BOARD**

**5.1 BOARD DUTIES**

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

The Board will:

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

The Board:

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

**5.2 BOARD POWERS**

The Board:

- (a) can take any actions that the Association may take;
- (b) has the power to deal with all Association business between general meetings
- (c) must comply with all laws affecting the Association, these bylaws and any policies or procedures that are passed at a general meeting; and
- (d) may establish policies and procedures for the sound governance of the Association and the efficient administration of the operation.

**5.2.1 Validity of acts**

The Board's acts:

- (a) are valid:



- (i) for the purpose of appointing directors to fill vacancies even if there are fewer than a quorum (see section 4.1.2 Quorum for general meetings);
  - (ii) if they comply with the governance documents that were in place at the time; and
  - (iii) remain valid even if the governance is subsequently changed.
- (b) are not invalid because of a defect in how director(s) were appointed.

### **5.2.2 Delegation**

The Board may:

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

### **5.3 BOARD COMPOSITION**

The Board will have between seven and 10 directors.

### **5.4 COMMITTEES OF THE BOARD**

#### **5.4.1 Establishing committees**

The Board:

- (a) may establish standing committees in policy to carry out tasks such as but not limited to executive functions, financial management, and membership applications management;
- (b) may establish *ad hoc* committees to carry out other tasks;
- (c) will establish terms of reference for each committee;
- (d) may appoint the chair and / or the members of each committee; and
- (e) will include at least one director to be on the committee and liaise with the Board.

The committees:

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

#### **5.4.2 Presidents' Advisory Council**

The Board:

- (a) will strike a Presidents' Advisory Council composed of the most senior official from each of the Full Members and the Provisional Full Members;
- (b) will consult with the Presidents' Advisory Council on all matters that may impact on the ability of potential and current Members to meet the qualification requirements in Section 3 Members; and
- (c) may consult with the Presidents' Advisory Council on any other items on an issue-by-issue basis.

The Presidents' Advisory Council:

- (a) may raise items or risks to the Board's attention;
- (b) may be tasked with investigating items or potential items by the Board;



- (c) will provide advice to the Board on items they or the Board raises with them; and
- (d) may be tasked by the Board to carry out other activities.

## **5.5 PROCEEDINGS OF THE BOARD**

### **5.5.1 Board Meetings**

The Board may meet at any location in which a Member is located and at any time that it considers to be suitable.

### **5.5.2 Quorum**

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

Directors who are unable to attend a meeting:

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

### **5.5.3 Calling a meeting**

The President:

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

The Board:

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

Any two directors:

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

The Secretary:

- (a) must convene the meeting within 14 calendar days of receiving the request (see section 10.9.2 Receiving records).

A majority of the directors who requested the meeting:

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

### **5.5.4 Meeting notice**

The Secretary:

- (a) must send notice of a Board meeting at least five working days in advance of the meeting;
- (b) does not have to send a meeting notice to:
  - (i) a newly elected or a newly appointed director if the meeting is held immediately after the meeting at which the director was elected or appointed; and





- (ii) a director during any period when they are absent from British Columbia.

The directors may waive the notice period if all agree.

#### **5.5.5 Chairing the meeting**

The President will chair the Board meetings.

Vice-President will chair the meeting if the President is not present 15 minutes after the meeting was scheduled to start.

The directors may choose a director who is present to chair the meeting if neither the President nor the Vice-President is then present.

#### **5.5.6 Participating in the meeting**

Directors:

- (a) can participate in person, by telephone or by any other communication medium as long as all members are able to communicate with each other; and
- (b) are considered to be present at the meeting regardless of how they participate.

Members:

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

#### **5.5.7 Voting at a Board meeting**

Directors:

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

Resolutions:

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

Voting:

- (a) is normally by a show of hands;
- (b) may be by written ballot if:
  - (i) required by the bylaws or
  - (ii) requested by a majority of the directors.

If a vote is tied:



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

## **SECTION 6. DIRECTORS**

### **6.1 DIRECTOR DUTIES**

Directors:

- (a) will carry out the normal duties of such a position;
- (b) will carry out their duties in accordance with 6.2 Fiduciary expectations;
- (c) may be tasked with chairing a standing or ad hoc committee; and
- (d) will perform other duties as the Board may assign from time to time.

With the exception of the President, each officer and director:

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

### **6.2 FIDUCIARY EXPECTATIONS**

The directors must:

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

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

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

### **6.3 CONFLICT OF INTEREST**

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

#### **6.3.1 Disclosure of a material conflict of interest**

The director:

- (a) must disclose fully and promptly to the other directors the nature and extent of the interest;
- (b) abstain from voting on the contract, transaction or matter under consideration;



- (c) leave the directors' meeting, if any, when the issue is discussed;
- (d) may be present to provide information;
- (e) must not act in any way to influence the discussion or vote; and
- (f) is counted as being present for quorum.

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

### **6.3.2 Determination of a material conflict of interest**

The Board:

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

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

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

### **6.3.3 Records of material conflicts of interest**

The conflict of interest must be recorded in:

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

## **6.4 ELECTION TO THE BOARD**

The Board:

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

Each Full Member in good standing:

- (a) can nominate individuals who are not serving on their board of directors for election on the Board as a Director;
- (b) must obtain the individual's written consent to stand; and
- (c) submit the nomination to the Secretary of the Board at least two working days before the annual general meeting.

## **6.5 QUALIFICATIONS**

A director must:

- (a) be at least age 18;



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

A director:

- (a) must resign immediately if at any point they:
  - (i) declare that they are no longer qualified; or
  - (ii) the Board deems that they have ceased to be qualified.

#### 6.6 DIRECTORS' TERMS OF OFFICE

Directors:

- (a) are elected at an AGM;
- (b) appointed at the first annual general meeting following approval of these bylaws will be appointed with ½ being appointed for a one-year term and half for a two-year term;
- (c) may not serve for more than three consecutive two-year terms of office with the exception of:
  - (i) the person serving as Past-President who may serve in that capacity for an additional two years;
  - (ii) those appointed to a one-year-term at the first annual general meeting following approval of these bylaws who may serve for an additional year;

Full Members must approve any extension of this time limitation.

#### 6.7 RESIGNATION OF A DIRECTOR

A director who intends to resign:

- (a) must do so in writing; and
- (b) must stipulate if the resignation is effective:
  - (i) when the Association receives the resignation;
  - (ii) on a specified date; or



(iii) on the occurrence of a specified event.

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

- (a) the director has not attended at least 60% of the Board meetings in any 12-month period;
- (b) the director has not attended three consecutive Board meetings without a reason that the Board considers to be valid;
- (c) the member they represent is not a member in good standing for a period of 12 months; or
- (d) the member the director represents ceases to be a member.

#### **6.8 REMOVAL OF A DIRECTOR**

The Full Members can remove a director if:

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

The Board must give the director:

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

The appellant:

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

The Board must:

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

The Members:

- (a) will vote by ballot.

#### **6.9 FILLING A VACANT POSITION**

The Board may appoint an individual to fill a vacancy created:

- (a) under section 6.7 Resignation of a director;
- (b) under section 6.8 Removal a director; or
- (c) if the director dies.

The appointed director:

- (a) must meet the qualifications in section 6.5 Qualifications;
- (b) serves until the next annual general meeting; and
- (c) may be nominated for election following the end of the appointment.



## **6.10 PROTECTION OF DIRECTORS**

### **6.10.1 Liability of directors**

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

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

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

### **6.10.2 Indemnification**

The Association may:

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

## **6.11 REMUNERATION**

No director will be paid for serving as a director.

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

## **SECTION 7. OFFICERS**

### **7.1 OFFICER POSITIONS**

The Officers are the:

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer; and
- (e) Immediate Past-President.

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

### **7.2 OFFICERS' DUTIES**

#### **7.2.1 President**

The President:

- (a) chairs the Board and general meetings;



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

**7.2.2 Vice-President**

The Vice-President:

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

**7.2.3 Secretary**

The Secretary:

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

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

**7.2.4 Treasurer**

The Treasurer:

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

**7.3 ELECTION OF OFFICERS**

The Board:

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



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

**7.4 RESIGNATION OF AN OFFICER**

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

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

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

- (a) may fill the position in accordance with section 6.9 Filling a vacant position.

**7.5 REMOVAL OF AN OFFICER**

The Board:

- (a) can remove a director from an officer position; but
- (b) cannot remove a director from the Board (see section 6.4 Election to the Board).

To do so, the Board must:

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

**SECTION 8. FINANCE**

**8.1 FINANCIAL YEAR**

The financial year is from April 1<sup>st</sup> to March 31<sup>st</sup> .

**8.2 BANKING**

All Association funds will be deposited:

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

**8.3 PAYMENT OF ACCOUNTS**

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

- (a) President;
- (b) Vice-President;
- (c) Secretary
- (d) Treasurer / Secretary-Treasurer; and





- (e) Past President.

The Board:

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

#### **8.4 BORROWING POWERS**

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

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

#### **8.5 FINANCIAL STATEMENTS**

The Board, at each annual general meeting:

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

#### **8.6 AUDIT OF ACCOUNTS**

The Association:

- (a) is not required to have an audit conducted on the financial statements; but
- (b) will have the financial statements reviewed to at least the standard required by BCSA.

### **SECTION 9. ADMINISTRATION**

#### **9.1 EXECUTIVE DIRECTOR**

The Board:

- (a) will employ a senior, to be known as the Executive Director, to manage the Association's day-to-day operational activities and internal affairs;
- (b) must ensure that the Executive Director meets the same qualifications as the directors both when the person is hired and during the entire time of employment (see section 6.5 Qualifications); and
- (c) will provide the Executive Director with the same protections as provided for the directors (see section 6.11 Protection of Directors).

The Executive Director:

- (a) must adhere to the same provisions as in sections 6.5 Qualification, 6.1 Director duties, and 6.11 Protection of Directors,

#### **9.2 EXECUTIVE DIRECTOR'S DUTIES**

The Executive Director:



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

The Executive Director:

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

## **SECTION 10. SOCIETY RECORDS**

### **10.1 RECORDS TO BE KEPT**

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

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

#### **10.1.1 Foundational records**

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

- (a) the certificate of incorporation as a society;
- (b) certified copies from the Registrar of the:
  - (i) constitution;
  - (ii) bylaws;
  - (iii) statement of directors; and
  - (iv) statement of the Association's office;
- (c) copies of records from the Registrar, other than in response to a request;
- (d) orders from any:
  - (i) court or tribunal, and
  - (ii) government body, agency or official;
- (e) the register of directors with their contact information;
- (f) consents to act as director, declarations of conflict of interest and resignations;
- (g) disclosures of interest by directors or the Executive Director;
- (h) register of members, by classes of members with contact information;



- (i) the minutes of general meetings, including the text of each resolution passed;
- (j) consents to resolutions received from Members in the case of consent resolutions;
- (k) the financial statements; and
- (l) reviews of the financial statements.

**10.1.2 Operational records**

The Association must keep records of its operations:

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

**10.2 DISPOSAL OF RECORDS**

The Association may dispose of records that:

- (a) were created or last altered more than 10 years previously; and
- (b) are no longer relevant to the activities or internal affairs of the Association.

**10.3 LOCATION OF RECORDS**

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

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

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

**10.4 MAINTENANCE OF RECORDS**

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

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

**10.5 INSPECTION OF RECORDS**

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

**10.5.1 Directors**

Directors may, without charge, inspect any Association record in section 10.1 Records to be kept.

**10.5.2 Members**

Members may, without charge, inspect:



- (a) the records listed in section 10.1 Records to be kept;
- (b) directors' disclosures of interest;
- (c) Board meeting minutes;
- (d) consent resolutions;
- (e) accounting records that affect the financial position; and
- (f) financial statements.

### 10.5.3 Public

A member of the public:

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

### 10.6 ACCESS TO THE RECORDS

The Association may set:

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

#### 10.6.1 Access by members

Members who want to inspect the register of members must:

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

The Association:

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

#### 10.6.2 Provision, restriction, denial of access

The Board:

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

The Association will:

- (a) respond to requests for inspection within 14 days;
- (b) provide a member with a copy of the constitution, bylaws and most recent financial statements without charge; and



- (c) determine whether to charge a fee and set that fee in accordance with the Regulations.

## **10.7 INSPECTION OF REGISTERS**

### **10.7.1 Register of members**

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

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

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

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

The Board may:

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

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

### **10.7.2 Register of directors**

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

## **10.8 COPIES OF RECORDS**

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

The Association:

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

## **10.9 SENDING AND RECEIVING RECORDS**

### **10.9.1 Sending records**

The Association will provide the records by:

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

### **10.9.2 Receiving records**



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

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

**10.9.3 Records served**

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

**SECTION 11. SEAL**

**11.1 REQUIREMENT FOR A SEAL**

The Association does not use a seal.

**SECTION 12. CHANGES TO THE CONSTITUTION OR BYLAWS**

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

**SECTION 13. DISSOLUTION OF THE SOCIETY**

**13.1 DISSOLUTION**

The Association:

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