

  
**T.K. SPARKS**

**Bylaws  
of  
COQUITLAM RIVER WATERSHED SOCIETY**

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**TABLE OF CONTENTS**

**Part 1 – Definitions and Interpretation .....1**

**Part 2 – Membership .....4**

**Part 3 – General Meetings of Members .....6**

**Part 4 – Notice of General Meetings .....8**

**Part 5 – Voting Procedures at General Meetings .....9**

**Part 6 – The Board .....11**

**Part 7 – Directors .....12**

**Part 8 – Officers .....17**

**Part 9 – Board Meetings .....18**

**Part 10 – Committees .....21**

**Part 11 – Core Committee .....21**

**Part 12 – Access to Records .....22**

**Part 13 – Financial .....23**

**Part 14 – Seal and Execution of Instruments .....23**

**Part 15 – Auditor .....24**

**Part 16 – Executive Director/Coordinator .....25**

**Part 17 – Indemnities .....25**

**Part 18 – Dispute Resolution .....25**

**Part 19 – Miscellaneous .....26**

**PART 1 – DEFINITIONS AND INTERPRETATION**

**Definitions**

**1.1** In these bylaws:

- (a) “address of the Society” means the registered office of the Society as filed from time to time with the Registrar;
- (b) “Board” means the Directors acting as authorized by the Societies Act, the constitution and these bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (c) “Board Meeting” means a meeting of the Directors of the Society;
- (d) “Board Resolution” means:
  - (i) a resolution passed at a Board Meeting by not less than a simple majority of the votes cast by those Directors entitled to vote at such a meeting by any method permitted by these bylaws;
  - (ii) a resolution that has been submitted to all of the Directors and consented to in writing by not less than two-thirds (2/3) of the Directors who would have been entitled to vote on it at a Board Meeting; or

- (iii) a resolution passed without a meeting of the Board by electronic means by a simple majority of the votes cast by the Directors in accordance with these bylaws and the Societies Act.
- (e) “bylaws” means the bylaws of the Society as filed in the office of the Registrar;
- (f) “Chair” means a Director elected to the office of chair in accordance with these bylaws;
- (g) “chairperson” means the person appointed to preside over a meeting, committee, or the Board in accordance with these bylaws;
- (h) “constitution” means the constitution of the Society as filed in the office of the Registrar;
- (i) “Core Committee” means the standing committee established pursuant to section 11.1;
- (j) “Directors” means those persons who are, or who have become, directors of the Society in accordance with these bylaws and have not ceased to be directors, and a “Director” means any one of them;
- (k) “electronic means” means any system or combination of systems, including but not limited to mail, email, telephonic, electronic, radio, computer or web-based technology, communications platform, or communication facility that permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (l) “electronic meeting” means a fully electronic meeting or a partially electronic meeting;
- (m) "fully electronic meeting" means a meeting in which persons are entitled to participate solely by telephone, videoconference or other communications medium or platform, as set out in the notice for the meeting, if all persons attending the meeting are able to participate in it, whether by telephone, videoconference or other communications medium;
- (n) “General Meeting” means a meeting of the Members of the Society;
- (o) “Income Tax Act” means the *Income Tax Act* of Canada, as amended from time to time;
- (p) “Members” means the members of the Society who are, or who have become, members of the Society in accordance with these bylaws and, in either case, have not ceased to be members of the Society, and a “Member” means any one of them;
- (q) “Officer” means a Director who holds one or more of the Board positions set out in section 8.1;
- (r) "ordinary resolution" means:
  - (i) a resolution passed at a General Meeting by a simple majority of the votes cast by those Members entitled to vote at such meeting by any method permitted by these bylaws;
  - (ii) a resolution that has been submitted to all of the Members and consented to in writing by not less than two-thirds (2/3) of the Members who would have been entitled to vote on it at a General Meeting; or
  - (iii) a resolution passed other than at a General Meeting by electronic means by a simple majority of the votes cast by the Members in accordance with these bylaws and the Societies Act;

- (s) "partially electronic meeting" means a meeting in which persons are entitled to participate in person or by telephone, videoconference, or other communications medium or platform, as set out in the notice for the meeting, if all persons attending the meeting are able to participate in it, whether by telephone, videoconference, by other communications medium or in person;
- (t) "registered address" of a Member or Director means the address of that person as recorded in the register of Members or the register of Directors;
- (u) "Registrar" means the Registrar of Companies of the Province of British Columbia;
- (v) "Regulations" means the regulations under the Societies Act;
- (w) "Secretary" means a person elected to the office of Secretary in accordance with these bylaws;
- (x) "Sector Representative" means those organizations, groups and corporations listed as representatives of their respective sectors, as set out in Appendix I, or appointed as such by Board Resolution where indicated in Appendix I and in accordance with section 2.8;
- (y) "Societies Act" means the *Societies Act* of British Columbia as amended from time to time;
- (z) "Society" means the British Columbia society known as **Coquitlam River Watershed Society**, with incorporation number S0073937;
- (aa) "special resolution" means:
  - (i) a resolution passed at a General Meeting by a majority of not less than two-thirds (2/3) of the votes cast by those Members entitled to vote at such a meeting by any method permitted by these bylaws;
  - (ii) a resolution that has been submitted to all Members and consented to in writing by every Member who would have been entitled to vote at a General Meeting; or
  - (iii) a resolution passed other than at a General Meeting by electronic means by a majority of not less than two-thirds (2/3) of the votes cast by the Members in accordance with these bylaws and the Societies Act;
- (bb) "Treasurer" means a Director elected to the office of treasurer in accordance with these bylaws; and
- (cc) "Vice-Chair" means a Director elected to the office of vice-chair in accordance with these bylaws.

### **Definitions in Act apply**

**1.2** Except where they conflict with the definitions contained in these bylaws, the definitions in the Societies Act on the date these bylaws become effective apply to these bylaws and the constitution.

### **Plural and gender-specific words**

**1.3** Unless the context otherwise requires, words importing the singular include the plural and vice versa; and words importing a male person include a female person and vice versa.

### **Conflict with Act or regulations**

**1.4** If there is a conflict between these bylaws and the Societies Act or the Regulations, the Societies Act or the Regulations, as the case may be, prevail.

## **Headings**

- 1.5** Headings used in these bylaws are for convenience of reference only and shall not affect the construction or interpretation thereof.

## **PART 2 – MEMBERSHIP**

### **Membership at adoption of bylaws**

- 2.1** On the date these bylaws come into force:
- (a) each Person who is a Member of the Society, who was previously appointed by a Sector Representative, and who is eligible for membership under these Bylaws will continue as a Member until ceasing in accordance with these bylaws; and
  - (b) each Person who is a Member of the Society who was not appointed by a Sector Representative or is not eligible for membership under these bylaws will be deemed to have resigned from membership effective that date.

### **Requirements of Membership**

- 2.2** To be eligible for admission or transition as a Member under these bylaws, a person must:
- (a) Be 16 years of age or older;
  - (b) be committed to furthering the mission, vision, values and guiding principles of the Society, if any, and to advancing the purposes and supporting the activities of the Society; and
  - (c) not have been previously expelled as a Member within the past five (5) years.

In the case of any ambiguity or doubt regarding the eligibility of a person for membership, such ambiguity or doubt will be resolved by the Board in its discretion and the Board's decision will be final.

### **Appointment of Members by Sector Representatives**

- 2.3** Membership will be limited to individuals appointed as Members by Sector Representatives in accordance with these bylaws.
- 2.4** Each Sector Representative may appoint one or more eligible persons as Members, subject to sections 2.5 and 2.6, with each number of Member appointments per Sector Representative more particularly set out in Appendix I. To appoint an eligible person as a Member, a Sector Representative must provide notice of the name and address of the appointee in writing to the address of the Society. A notice of appointee is not valid if the Sector Representative has already appointed its allotted number of Members, as set out in Appendix I, unless the notice specifies that a new appointee is to replace an existing Member currently appointed by that Sector Representative.

### **Reviewing and accepting Member appointments**

- 2.5** The Board, or its delegate, shall review the appointees of the Sector Representatives and may, by entering the person's information into the membership register, accept the appointee as a Member. The Board may delegate the review and acceptance of valid appointments for membership to a position, including the Executive Director/Coordinator, or committee within the Society.
- 2.6** The Board, or its delegate, may reject an appointee for membership for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Society. In this circumstance, the Board, or its delegate, will send the Sector Representative notice of rejection of its

appointee and will invite such Sector Representative to submit a new notice of appointee for review by the Board, or its designate.

### **Revocation of appointment**

**2.7** A Sector Representative may revoke the appointment of a person it previously appointed as a Member, or may alter its appointed Member to another eligible person in accordance with section 2.4 and subject to sections 2.5 and 2.6.

### **Sector Representative appointment**

**2.8** Where indicated in Appendix I, the Board may appoint an organization or corporation as a representative of a sector by Board Resolution and, upon appointment by Board Resolution, such organization or corporation will become a Sector Representative and will have the right to appoint a Member in accordance with section 2.4 and Appendix I, subject to sections 2.5 and 2.6. The Board may revoke the appointment of a organization or corporation it previously appointed as a Sector Representative or may alter its appointed representative for such sector, by Board Resolution.

### **Duties of Members**

**2.9** Every Member must at all times:

- (a) uphold the constitution and comply with these bylaws, the Regulations and the policies of the Society in effect from time to time;
- (b) abide by such codes of conduct and ethics adopted by the Society; and
- (c) further and not hinder the purposes, aims and objects of the Society and the the mission, vision, values and guiding principles of the Society, if any.

### **Membership dues and fees**

**2.10** The amount of the membership dues for each fiscal year or part thereof or other fees payable by the Members shall be determined by the Directors from time to time.

### **Termination of Membership**

**2.11** A person shall cease to be a Member of the Society:

- (a) on the date which is the later of the date of delivering his or her resignation in writing to the Secretary or to the address of the Society and the effective date of the resignation stated therein;
- (b) on his or her death;
- (c) on the date his or her appointment is revoked in accordance with section 2.7 or 2.8, as applicable;
- (d) on being expelled pursuant to section 2.12; or
- (e) on having been a Member not in good standing for 6 consecutive months under section 2.15(a) which, for greater certainty, results in automatic termination of membership and is separate and distinct from expulsion under section 2.12.

### **Discipline of Members**

**2.12** The Board may, by 2/3 majority vote, expel, suspend or otherwise discipline a Member for non-payment of dues or other fees payable pursuant to section 2.10 or for conduct, which in the discretion of the Board, is improper or unbecoming for a Member of the Society, or is likely to endanger the interests, purposes or reputation of the Society or is in violation of the mission, vision,

values and guiding principles of the Society or the basis and principles of the Society, failure to abide by section 2.9, or is in breach of these bylaws.

#### **Notice of discipline**

**2.13** A Member may not be expelled, suspended or otherwise disciplined until the Society has given the Member reasonable written notice of the proposed expulsion, suspension or other disciplinary measures which shall set out the reasons for the proposed action and until the Member has been given an opportunity to be heard (either in person or in writing) by the Board before the proposed expulsion, suspension or other disciplinary measures are put to a vote.

#### **Entitlement to vote**

**2.14** Each voting Member in good standing is entitled to one (1) vote on matters for determination by the Members. No other person is entitled to vote on a matter for determination by the Members, whether at a General Meeting or otherwise.

#### **Member not in good standing**

**2.15** All Members are in good standing except a Member who:

- (a) has failed to pay current annual membership fees or any other fee or debt due and owing by the Member to the Society, and the Member is not in good standing so long as the debt remains unpaid; or
- (b) is under suspension or discipline pursuant to section 2.12.

#### **Member not in good standing may not vote**

**2.16** A voting Member who is not in good standing:

- (a) may not vote at a General Meeting; and
- (b) is deemed not to be a voting Member for the purpose of consenting to a resolution of the voting Members.

#### **Rights on termination of Membership**

**2.17** Any Member who ceases to be a Member of the Society forfeits all rights, claims, privileges and interests arising from membership in the Society.

#### **Membership not transferable**

**2.18** The membership of a person in the Society is not transferable.

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

#### **Time and place of General Meeting**

**3.1** General Meetings, including annual General Meetings, shall be held at such time and place, in accordance with the Societies Act, as the Board shall decide.

#### **Requisition of General Meeting**

**3.2** The Board shall convene a General Meeting if so requested by 10% of the voting Members of the Society.

#### **Requirements of the requisition**

**3.3** A requisition for a General Meeting by the Members must state the purpose of the General Meeting, be signed by the requisitionists, and be delivered or sent by registered mail to the Society.

### **Annual General Meeting**

**3.4** An annual General Meeting shall be held at least once in every calendar year within six months of the fiscal year end of the Society.

### **Robert's Rules of Order**

**3.5** The Society may apply those rules contained in the most current edition of *Robert's Rules of Order Newly Revised* to those circumstances to which they are applicable and in which they are not inconsistent with these bylaws and the Societies Act.

### **Chairperson of General Meeting**

**3.6** The Chair, the Vice-Chair or in the absence of both, one of the other Directors present, shall preside as chairperson of a General Meeting.

### **Alternate chairperson of General Meeting**

**3.7** If at a General Meeting:

(a) there is no Chair, Vice-Chair or other Director present within 15 minutes after the time appointed for holding the meeting; or

(b) the Chair and all other Directors present are unwilling to act as chairperson,

the Members present shall choose one of their number to be chairperson.

### **Electronic meetings allowed**

**3.8** A General Meeting may be held as a partially electronic meeting or a fully electronic meeting as determined by the Board. Any Member may participate in a General Meeting that is a partially electronic meeting or fully electronic meeting by conference call, videoconference, a computer or web-based technology or platform, or other similar communication equipment, device or platform as set out in the notice for the meeting, so long as all the persons participating in the meeting can hear and respond to one another. All such Members in good standing so participating shall be deemed to be present at the General Meeting and, notwithstanding anything to the contrary in these bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.

### **Quorum required**

**3.9** No business, other than the election of a person as chairperson and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.

### **Quorum for General Meetings**

**3.10** The quorum for the transaction of business at a General Meeting is three (3) Members or 10% of the Members, whichever is greater.

### **Lack of quorum at commencement of meeting**

**3.11** If, within 30 minutes from the time scheduled for holding a General Meeting, a quorum of voting Members is not present,

(a) in the case of a meeting convened on the requisition of Members, the meeting is terminated; and

(b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned

meeting, the voting Members in good standing who are present constitute a quorum for that meeting.

#### **If quorum ceases to be present**

**3.12** If at any time during a General Meeting there ceases to be a quorum of voting Members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

#### **Adjournments by chairperson**

**3.13** The chairperson of a General Meeting may, or, if so directed by the voting Members at the meeting, shall, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

#### **Business conducted at an AGM**

**3.14** The business to be conducted at every annual General Meeting, in addition to any other business that may be transacted, will include:

- (a) A report of the Board;
- (b) Presentation of the financial statements;
- (c) Presentation of the budget for the ensuing year; and
- (d) Election of Directors to any vacancies on the Board.

## **PART 4 – NOTICE OF GENERAL MEETINGS**

#### **Entitlement to notice**

**4.1** Notice of a General Meeting shall be given only to:

- (a) every Member shown on the register of Members on the day notice is given; and
- (b) the auditor, if an auditor is appointed under these bylaws.

#### **Length of notice**

**4.2** The Society shall give not less than 14 days' written notice of a General Meeting to its Members entitled to receive notice.

#### **When notice not required**

**4.3** A Member may, in any manner, waive that Member's entitlement to notice of a General Meeting or may agree to reduce the period of that notice. Attendance of a Member at a General Meeting is a waiver of that Member's entitlement to notice of the meeting unless the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

#### **Content of notice**

**4.4** Notice of a General Meeting shall specify the place (if any), the day and the hour of the meeting and must include the text of any special resolution to be submitted to the meeting. If a General Meeting is an electronic meeting, the notice under this section must also contain instructions for attending and participating in the meeting by telephone, videoconference or other communications medium or platform, including, if applicable, instructions for voting at the meeting.

#### **Method of notice**

- 4.5** A notice may be given to a Member either personally or by mail or by email or by facsimile to the Member at the Member's registered address or the Member's email address or facsimile number, as recorded in the Society's records.

#### **Time notice deemed given**

- 4.6** A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by either email or facsimile shall be deemed to have been given on the date of transmission.

#### **Accidental omission of notice**

- 4.7** The accidental omission to give notice of a General Meeting to, or the non-receipt of notice by, any of the Members entitled to receive notice does not invalidate the proceedings at that meeting.

#### **Notice of continuation of adjourned General Meeting**

- 4.8** It is not necessary to give notice of a continuation of an adjourned General Meeting or of the business to be transacted at a continuation of an adjourned General Meeting except that, when a General Meeting is adjourned for more than 14 days, notice of the continuation of the adjourned meeting shall be given.

#### **Days to be counted in notice**

- 4.9** If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

### **PART 5 – VOTING PROCEDURES AT GENERAL MEETINGS**

#### **One vote per Member**

- 5.1** A Member in good standing present at a General Meeting is entitled to one vote.

#### **Chairperson's participation may vote**

- 5.2** The chairperson of a General Meeting may vote but, if he or she does so and the result is a tie, the chairperson shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed. The chairperson of a meeting may move or propose a resolution.

#### **Resolutions must be seconded**

- 5.3** All resolutions proposed at a General Meeting must be seconded.

#### **Ordinary resolutions unless specified**

- 5.4** A matter to be decided at a General Meeting must be decided by ordinary resolution unless the matter is required by the Societies Act or these bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

#### **Announcement of result**

- 5.5** 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.

### **Permitted methods of voting**

**5.6** At a General Meeting, voting may be by any one or more of the following methods, in the discretion of the Board:

- (a) a show of hands,
- (b) an oral vote,
- (c) roll-call vote or poll,
- (d) electronic means, or
- (e) another method that adequately discloses the intention of the voting Members.

### **Voting by electronic means at a General Meeting**

**5.7** If voting by electronic means is permitted at a General Meeting, the Board shall provide instructions for voting by electronic means as part of the notice of a General Meeting and at the General Meeting and the secretary of the meeting shall:

- (a) prior to votes being cast, post the text of each resolution to be voted on to the communications platform or facility used to host the General Meeting;
- (b) ensure the authenticity of each vote by electronic means;
- (c) maintain a list of which voting Members have voted by electronic means;
- (d) count only those votes by electronic means that are received from voting Members in good standing that comply with all stated voting instructions; and
- (e) announce the result of the vote at the General Meeting following the counting of all votes cast by electronic means and/or otherwise on the resolution.

### **Proxy voting not permitted**

**5.8** Voting by proxy is not permitted.

### **Voting by ballot**

**5.9** If a resolution is to be determined by ballot at a General Meeting, the Board shall designate a teller or tellers who shall:

- (a) provide the text of the resolution to be voted on, a fillable ballot and instructions for how a Member may complete and return a ballot in person and by electronic means;
- (b) ensure the authenticity and confidentiality of each ballot;
- (c) indicate on a list of voting Members which Members have voted;
- (d) count only those votes that are received at the General Meeting from voting Members in good standing that comply with all stated voting instructions; and
- (e) announce the result of the vote at the General Meeting following the counting of the ballots.

### **Written ordinary resolutions**

**5.10** A resolution in writing which is identified as an ordinary resolution and that has been submitted to all voting Members and signed by a minimum of two-thirds (2/3) of the voting Members who would have been entitled to vote on it at a General Meeting is as valid and effectual as an ordinary resolution passed at a General Meeting duly called and constituted and shall be deemed to be an

ordinary resolution in writing. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one ordinary resolution in writing. Such ordinary resolution shall be filed with minutes of the proceedings of the Members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

#### **Written special resolution**

**5.11** A resolution in writing which is identified as a special resolution and that has been signed by all voting Members who would have been entitled to vote on it at a General Meeting is as valid and effectual as a special resolution passed at a General Meeting duly called and constituted and shall be deemed to be a special resolution in writing. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one special resolution in writing. Such special resolution shall be filed with the minutes of the proceedings of the Members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

#### **Resolution by electronic means other than at a General Meeting**

**5.12** Where a resolution is to be determined by electronic means other than at a General Meeting, the Secretary, or such other individual delegated this task by the Secretary, must by mail, email or other method of communication inform all voting Members in good standing at least 14 days prior to the date that all votes are due of the process for voting by electronic means and the time period during which voting may take place. In particular, the notice must include:

- (a) the text of the resolutions to be voted on and whether it is an ordinary resolution or a special resolution;
- (b) the open and closing dates for casting a vote;
- (c) full instructions on how a Member may cast a vote by the required date; and
- (d) if the vote is returnable by mail,
  - (i) an inner return envelope with a space for the Member's signature placed on its face; and
  - (ii) a recognizable, self-addressed return envelope with the name and address of the Secretary of the Society or other person designated by the Board to receive the votes.

Only those votes made in compliance with the stated process and received by the designated time will be counted. An ordinary resolution or special resolution passed by electronic means in accordance with the above rules is as valid and effectual as an ordinary resolution or special resolution passed at a General Meeting duly called and constituted. Such ordinary resolution or special resolution shall be filed with the minutes of the proceedings of the Members and shall be deemed to be passed on the date that all votes were due.

## **PART 6 – THE BOARD**

### **Purpose of Board**

**6.1** The property and affairs of the Society shall be managed by the Board.

### **Authority of Board**

**6.2** The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in General Meeting, and subject to the provisions of:

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

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

### **Policies and Procedures**

**6.3** The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Society as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the Societies Act, the constitution or these bylaws.

### **Single Director may not act**

**6.4** One Director does not have the authority to make decisions or act on behalf of the Society unless that authority has been given to that Director by the whole Board by way of a Board Resolution.

### **Right to Membership and association**

**6.5** The Society, at the Board's discretion, shall have the right to subscribe to become a member of and to cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

### **Affirmation of Board's prior acts**

**6.6** No rule made by the Society in a General Meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.

### **Hiring employees**

**6.7** The Board may, at its discretion, select and employ employees or hire contractors for a fixed or indefinite term, and set the terms of the employee's or the contractor's duties, responsibilities and employment.

## **PART 7 – DIRECTORS**

### **Number of Directors on Board**

**7.1** The Society must have no fewer than three (3) and no more than eleven (11) Directors.

### **Proceedings valid when inadequate Directors**

**7.2** No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of Directors in office.

### **Director qualifications**

**7.3** A person is eligible to be nominated, elected or appointed to serve (or continue to serve) as a Director only if he or she meets the following qualifications:

- (a) the person is qualified to act as a Director in accordance with the Societies Act;
- (b) the person is not an “ineligible individual” as defined in the Income Tax Act;
- (c) the person affirms that the person shall uphold the constitution and comply with the bylaws, Directors’ code of ethics, conflict of interest guidelines and other policies governing the participation of the Directors in the decision making of the Board, as established and amended from time to time by the Board; and
- (d) the person is not an employee or contracted for services by the Society.

**Residency and arm’s length requirement**

**7.4** A majority of the Directors must reside in Canada and be at arm’s length from one another.

**Duties of Directors**

**7.5** Every Director will:

- (a) further and not hinder the purposes, aims and objects of the Society;
- (b) act honestly and in good faith with a view to the best interests of the society;
- (c) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (d) act in accordance with the Societies Act and the Income Tax Act;
- (e) uphold the constitution and comply with these bylaws, the Regulations and the policies of the Society in effect from time to time; and
- (f) abide by such codes of conduct and ethics adopted by the Society.

**Appointment of Director by City of Coquitlam and Port Coquitlam**

**7.6** Each of the municipalities of the City of Coquitlam and the City of Port Coquitlam (each, an “appointing municipality”) may appoint one (1) person currently serving as a councillor (as defined in the Community Charter, SBC 2003, c. 26) of such appointing municipality, who is otherwise eligible in accordance with section 7.3, as a Director by delivering a written notice of appointment naming the person to the address of the Society. A notice of appointment must be dated and signed by an authorized representative of the appointing municipality.

The person appointed as a Director by an appointing municipality will continue as a Director until the earlier of:

- (a) ceasing to be a councillor of such appointing municipality;
- (b) the date of his or her resignation as Director;
- (c) the revocation of his or her appointment by such appointing municipality delivering a notice in writing to the address of the Society signed and dated by an authorized representative of such appointing municipality;
- (d) such person otherwise ceasing to be eligible in accordance with section 7.3; or
- (e) his or her death.

Directors appointed by the City of Coquitlam and the City of Port Coquitlam will take office immediately following the receipt by the Society of the duly executed notice of appointment.

### **Appointment of Director by Kwikwetlem First Nation**

**7.7** Kwikwetlem First Nation may appoint one (1) person who is otherwise eligible in accordance with section 7.3 as a Director by delivering a written notice of appointment naming the individual to the address of the Society. A notice of appointment must be dated and signed by an authorized representative of Kwikwetlem First Nation.

The person appointed by Kwikwetlem First Nation will continue as a Director until the earlier of:

- (a) the date of his or her resignation as Director;
- (b) the revocation of his or her appointment by Kwikwetlem First Nation delivering a notice in writing to the address of the Society signed and dated by an authorized representative of Kwikwetlem First Nation;
- (c) such person otherwise ceasing to be eligible in accordance with section 7.3; or
- (d) his or her death.

Directors appointed by Kwikwetlem First Nation will take office immediately following the receipt by the Society of the duly executed notice of appointment.

### **Nomination of directors for appointment by members**

**7.8** Nominations for election as a Director must be made in accordance with the applicable provisions of these bylaws, including this section, and such policies and procedures as are established by the Board from time to time, provided that such policies or procedures do not conflict with these bylaws.

All nominations are subject to the following rules:

- (a) A nomination must be made in writing, in a form established by the Society.
- (b) A nominee who is a Member must be in good standing to be nominated and must remain in good standing in order to stand for election.
- (c) A nominee must be qualified in accordance with section **Error! Reference source not found.** in order to stand for election;
- (d) A Member may nominate him or herself, and the nomination must be signed by the Member nominated and one (1) other Member in good standing.
- (e) A Member may not nominate more nominees than the total number of Director positions available for election.
- (f) Nominations must be submitted in advance of an election, in accordance with such deadlines as may be established by policy. Nominations will not be permitted from the floor at a General Meeting.

### **Elections generally**

**7.9** Elections for Directors by the Members will normally occur at a General Meeting but may also occur by ordinary resolution in writing or by electronic means in accordance with these bylaws. The Board will provide notice of the nominated candidates in advance of the General Meeting at which the election will take place or as part of the text of the ordinary resolution in writing sent to all the voting Members. All the candidates will be presented for a slate vote and may be approved by ordinary resolution.

- 7.10** In the event that the Members are not agreed on sufficient candidates to fill the entire complement of Directors available to be elected by the Members, the Members may request the Nominating Committee to provide them with additional candidates until the entire complement is filled.

#### **Nomination and Election Policies**

- 7.11** The Board may establish, by Board Resolution from time to time, such additional policies and procedures related to the nomination and election of Directors as it determines are necessary or prudent for the Society, provided that no such policy and procedure is valid to the extent that it is contrary to the Societies Act or these bylaws.

#### **Term of office**

- 7.11** Directors elected by the Members are normally elected for one-year or two-year terms, as specified by ordinary resolution at the time of election. Directors elected by the Members normally take office commencing at the close of the meeting, or the effective date of the resolution in lieu thereof, at which they were elected, designated, or appointed, and Directors elected by ordinary resolution other than at a General Meeting will take office on the date of such resolution, or such later date as may be specified therein, and their term of office expires at the close of the next annual General Meeting, or the effective date of the resolution in lieu thereof, after designation, election or appointment.

#### **If no or too few Directors**

- 7.12** If no successor Directors are elected or the number of Directors of the Society would fall below three (3), the persons previously elected or appointed as Directors shall continue to hold office until such time as successor Directors are elected.

#### **Consecutive terms**

- 7.13** Directors may be elected for up to six (6) consecutive years, by any combination of terms. A Person who has served as a Director for six (6) consecutive years may not be re-elected for at least one (1) year following the expiry of his or her latest term.

#### **Who may stand for election**

- 7.14** Only those persons nominated by a Member and in accordance with these bylaws may stand for election.

#### **Termination of office**

- 7.15** A person elected as a Director by the Members shall cease to be a Director of the Society:
- (a) on expiry of their term of office;
  - (b) on the date which is the later of delivery of written resignation to the Secretary or the address of the Society and the effective date of resignation stated in the resignation;
  - (c) on his or her death or incapacity;
  - (d) on ceasing to be a Member of the Society;
  - (e) on ceasing to be eligible in accordance with section 7.3; or
  - (f) on being removed or suspended per section 7.16 or 7.17.

#### **Directors' removal or suspension of Director**

- 7.16** A Director elected by the Members may be removed or suspended before the expiration of his or her term of office by a resolution passed by two-thirds (2/3) of the remaining Directors where the

remaining Directors reasonably believe the Director has committed a criminal, civil, or regulatory offense, has breached his or her fiduciary duty to the Society, has breached his or her duties as outlined in section 7.5, or has otherwise acted inappropriately, but no Director shall be removed or suspended until he or she has been given notice of the proposed action and has had an opportunity to be heard at the meeting or submit a written response to the Board.

#### **Members' removal or suspension of Director**

- 7.17** The Members may resolve by at least two-thirds (2/3) of the votes cast at a General Meeting to remove or suspend a Director before the expiration of his or her term of office upon the recommendation of a majority of Directors, but no Director shall be removed or suspended until he or she has been given notice of the proposed action and an opportunity to be heard by the Members at the General Meeting.
- 7.18** If a Director is removed by the Members, the entity or group that appointed the removed Director, being either the City of Coquitlam, the City of Port Coquitlam, Kwikwetlem First Nation or the Members, may appoint a replacement Director to serve for the balance of the removed Director's term.

#### **Filling a casual vacancy**

- 7.19** If a Director elected by the Members ceases to hold office during his or her term for any reason other than removal per section 7.17, the remaining Directors may, at any time, appoint a person as a Director to fill the vacancy that arises on the Board as a result.
- 7.20** If a Director appointed by the City of Coquitlam, the City of Port Coquitlam, or Kwikwetlem First Nation ceases to hold office during his or her term for any reason other than removal per section 7.17, the entity that appointed such Director, being either the City of Coquitlam, the City of Port Coquitlam, Kwikwetlem First Nation, may appoint a replacement Director, at any time, in accordance with section 7.6 or 7.7, as applicable.

#### **Term of appointment of Director filling casual vacancy**

- 7.21** A Director appointed by the Board to fill a vacancy per section 7.19 ceases to be a Director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

#### **Director compensation**

- 7.22** No Director shall directly or indirectly receive any compensation or profit from his or her position as a Director or from any business or affairs with the Society, provided that a Director may be paid reasonable expenses incurred in the performance of his or her duties.

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

- 7.23** Each person who is a Director on the date these bylaws come into force will continue as a Director for the remaining term to which he or she was elected, unless sooner ceasing in accordance with these bylaws.
- 7.24** Any previous terms served by Directors prior to these bylaws coming into force will be counted towards the term limits set out above.

## **PART 8 – OFFICERS**

### **Election of Officers**

- 8.1** The Board shall elect from among the Directors an individual to hold office in the following Board positions at the first Board Meeting held after an annual General Meeting:
- (a) chair;
  - (b) vice-chair;
  - (c) secretary; and
  - (d) treasurer.

### **Joint Offices**

- 8.2** A Director, other than the Chair, may hold more than one position, and more than one person may hold the same position.

### **Term of office**

- 8.3** Once elected, Directors shall hold their Board positions until the close of the first Board Meeting held after the next following annual General Meeting.

### **Transition of Officers Terms**

- 8.4** Each person who is an Officer on the date these bylaws come into force will continue as an Officer for the remaining term to which he or she was elected, unless sooner ceasing in accordance with these bylaws.

### **Termination of Officer**

- 8.5** A Director shall cease to hold their Board position:
- (a) on expiry of their term of office;
  - (b) on the date which is the later of delivery of written resignation to the Secretary or the address of the Society and the effective date of resignation stated in the resignation;
  - (c) on his or her death or incapacity;
  - (d) on ceasing to be a Director of the Society; or
  - (e) on being removed by a resolution passed at a duly constituted Board Meeting by a two-thirds (2/3) majority vote.

### **Removed Officer remains a Director**

- 8.6** An Officer removed from office pursuant to section 8.5 (a), (b) or (e) remains a Director of the Society.

### **Filling a vacancy in office**

- 8.7** The Board shall fill any vacancy occurring in a Board position for the unexpired term.

### **Role of Chair**

- 8.8** The Chair is chairperson of the Board and is responsible for supervising the other Directors in the execution of their duties.

### **Role of Vice-Chair**

**8.9** The Vice-Chair is the Vice-Chair of the Board and, in the absence of the Chair, is responsible for carrying out all duties of the Chair and shall have such other duties and powers as the Board may specify.

### **Role of Secretary**

**8.10** The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of General Meetings and Directors' meetings;
- (b) taking minutes of General Meetings and Directors' meetings;
- (c) keeping the records of the Society in accordance with the Societies Act;
- (d) conducting the correspondence of the Board;
- (e) custody of the common seal of the Society, if any; and
- (f) filing the annual report of the Society and making any other filings with the Registrar under the Societies Act.

### **Absence of Secretary from meeting**

**8.11** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

### **Role of Treasurer**

**8.12** The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the Members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements; and
- (d) making the Society's filings as necessary to comply with the Societies Act and the Income Tax Act.

## **PART 9 – BOARD MEETINGS**

### **Calling of Board Meetings**

**9.1** A Board Meeting may be called by the Chair or by any two (2) other Directors.

### **Notice of Board Meetings**

**9.2** A Board Meeting may be held at any time and place (if any) determined by the Board, provided that two (2) days' written notice of such meeting shall be given to each Director. However, no formal notice shall be necessary if all Directors were present at a preceding meeting when the time and place of the meeting was determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society. No notice of a Board Meeting shall be required when the meeting is regularly scheduled. If a Board Meeting is an electronic meeting, the notice under this section must also contain instructions for attending and participating in the meeting by telephone, videoconference or other communications medium or platform, including, if applicable, instructions for voting at the meeting.

### **Time notice deemed given**

- 9.3** A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by either email or facsimile shall be deemed to have been given on the date of transmission.

### **Time notice deemed given**

- 9.4** If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

### **Proceedings valid despite omission to give notice**

- 9.5** The accidental omission to give notice of a Board Meeting to a Director, or the nonreceipt of a notice by a Director, does not invalidate proceedings at the meeting.

### **Board Meeting after Director appointment**

- 9.6** For the purposes of the first Board Meeting held immediately following the election of a Director or Directors at a General Meeting, or for a Board Meeting 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 properly constituted.

### **Conduct of Directors' meetings**

- 9.7** The Directors may regulate their meetings and proceedings as they think fit.

### **Electronic meetings allowed**

- 9.8** A Board Meeting may be held as a partially electronic meeting or a fully electronic meeting as determined by the Chair. Any Director may participate in a Board Meeting that is a partially electronic meeting or fully electronic meeting by conference call, video conference, a computer or web-based technology or platform, or other similar communication equipment, device or platform as set out in the notice for the meeting, so long as all the persons participating in the meeting can hear and respond to one another. All such Directors so participating shall be deemed to be present at the Board Meeting and, notwithstanding anything to the contrary in these bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.

### **Quorum of Directors**

- 9.9** The quorum for the transaction of business at a Board Meeting is a majority of the Directors in office at the time when the meeting convenes.

### **Chairperson**

- 9.10** The Chair shall be chairperson at all Board Meetings, but if at any Board Meeting the Chair is not present within 15 minutes after the time appointed for the meeting, the Vice-Chair shall act as chairperson; but if neither is present the Directors present may choose one of their number as chairperson of that meeting.

### **Alternate chairperson**

- 9.11** If the person presiding as chairperson of a Board Meeting wants to step down as chairperson for all or part of that meeting, he or she may designate an alternate chairperson of such meeting or portion thereof, and upon such designated alternative receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chairperson.

### **Resolutions moved and seconded**

**9.12** Resolutions proposed at a Board Meeting must be seconded and the chairperson of the meeting may move or propose a resolution.

### **Chairperson may vote**

**9.13** The chairperson of a meeting may vote but, if he or she does so and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

### **Method of voting**

**9.14** Voting may be by any method determined by the Board from time to time, so long as the method adequately discloses the intention of the Directors. Any issue at a meeting of the Board which is not required by the Societies Act, these bylaws or such rules of order as may apply to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

### **Written resolution**

**9.15** A Board Resolution in writing is as valid and effectual as if it had been passed at a Board Meeting duly called and constituted, provided that a copy of such Board Resolution has been sent to each Director. Such Board Resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

### **Board Resolution by electronic means**

**9.16** Where a Board Resolution is to be determined by electronic means other than at a Board Meeting, the Secretary, or such other individual delegated this task by the Secretary, must by mail, email or other method of communication inform all Directors at least two (2) days prior to the date that all votes are due of the process for voting by electronic means and the time period during which voting may take place. In particular, the notice must include:

- (a) the text of the resolutions to be voted on;
- (b) the open and closing dates for casting a vote;
- (c) full instructions on how a Director may cast a vote by the required date; and
- (d) if the vote is returnable by mail,
  - (i) an inner return envelope with a space for the Director's signature placed on its face; and
  - (ii) a recognizable, self-addressed return envelope with the name and address of the Secretary of the Society or other person designated by the Board to receive the votes.

Only those votes made in compliance with the stated process and received by the designated time will be counted. A Board Resolution passed by electronic means in accordance with the above rules is as valid and effectual as a Board Resolution passed at a Board Meeting duly called and constituted. Such Board Resolution shall be filed with the minutes of the proceedings of the Directors and shall be deemed to be passed on the date that all votes were due.

## **PART 10 – COMMITTEES**

### **Creation and Delegation**

- 10.1** The Board may create such standing and special committees, working groups or task forces as may from time to time be required.
- 10.2** The Board may, at its discretion, delegate any, but not all, of its powers to standing and special committees, ad hoc committees or task forces which may be in whole or in part composed of Directors and/or Members.
- 10.3** The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed, with any necessary changes, by the rules set out in these bylaws governing proceedings of the Board and by any rules that may from time to time be imposed on it by the Board.

### **Reports of Committees**

- 10.4** A committee shall report every act or thing done in exercise of its powers at the next Board Meeting held after the action or thing has been done, or at such other time or times as the Board may decide.

### **Limited power of committees**

- 10.5** A committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by a Board Resolution.

### **Term of special committees**

- 10.6** Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only and upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

### **Dissolution of Committee**

- 10.7** The Board may dissolve any committee by Board Resolution.

## **PART 11 – CORE COMMITTEE**

### **Core Committee composition**

- 11.1** The Core Committee is a standing committee that includes the following persons:
- (a) Each Member of the Society, who is an ex officio member of the Core Committee; and
  - (b) Directors appointed to the Core Committee by ordinary resolution.

A person appointed to the Core Committee in accordance with section 11.1(a) or 11.1(b) will be deemed to have resigned from the Core Committee if that person ceases to be a Member or Director respectively, but otherwise will serve until his or her successor is appointed.

### **Mandate**

- 11.2** The mandate of the Core Committee is to provide advice, recommendations, and counsel to the Board on broad issues of policy and profile pertaining to the purposes, projects and activities of the Society.

### **No legal authority**

- 11.3** The Core Committee shall not have the legal powers to direct the acts and operations of the Society.

### **Terms of reference and rules**

**11.4** The Core Committee in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board by Terms of Reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

### **Meetings of the Core Committee**

**11.5** The Core Committee will meet five times per year, with the specific dates and times to be determined by the Board at each annual general meeting. To the greatest extent possible, the Core Committee meetings should be on the same day, and prior to, each Board Meeting. In addition to regularly scheduled meetings, the Core Committee will meet at the call of its chair or any two members of the Core Committee thereof. A quorum for meetings of the Core Committee is three (3) members or 10% of the members, whichever is greater .

**11.6** A member of the Core Committee present at a meeting is entitled to one vote by show of hands or by saying yes or no. All determinations by the Core Committee will be decided by the affirmative vote of a majority of the Core Committee members present.

**11.7** No other person other than a member of the Core Committee is entitled to vote, but the chair of the Core Committee may invite any person or persons to attend one or more meetings of the Core Committee as advisors, contributors, observers or guests.

## **PART 12 – ACCESS TO RECORDS**

### **Director access to records**

**12.1** A Director may, without charge, inspect any record required by the Societies Act to be kept by the Society, or receive a copy of a record the Director is entitled to inspect.

### **Member copies of constitution and bylaws**

**12.2** On being admitted to membership, each Member is entitled to, and upon request the Society shall provide, a copy of the constitution and bylaws of the Society. At any other time, a Member may, without charge, receive a copy of the Society's current constitution and bylaws upon request.

### **Member access to Financial Statements**

**12.3** A Member may, without charge, inspect and receive a copy of the Society's most recent financial statements.

### **Member access to records**

**12.4** A Member who is not a Director may, without charge, inspect any record required by the Societies Act to be kept by the Society, except for the minutes of meetings of the Board, copies of consent resolutions of Directors and the individual consents to those resolutions, and the Society's accounting records. The Board may impose a reasonable period of notice before which, and reasonable restrictions on the time during which, the Member may inspect the record. Upon payment of the relevant fee, a Member may request and receive a copy of any other record the Member is entitled to inspect.

### **Restricted inspection of records by Members**

**12.5** Subject to the Societies Act, the Directors may from time to time in their discretion determine whether and to what extent and at what times and places and under what conditions or regulations

the documents excluded from Members' inspection under section 12.4 shall be open to the inspection of a Member who is not a Director.

#### **Public access to records**

**12.6** A person, other than a Member or Director of the Society, may not inspect or receive a copy of a record of the Society, except that if a person requests a copy and pays the fee, if any, determined by the Society and in compliance with the Regulations, a person who is not a Member or Director of the Society shall be provided with a copy of the financial statements and auditor's report of the Society within 14 days of receipt of the request and payment.

### **PART 13 – FINANCIAL**

#### **Fiscal Year**

**13.1** The fiscal year of the Society shall begin on the 1<sup>st</sup> day of January, and shall end on the 31<sup>st</sup> day of December.

#### **Borrowing and raising capital**

**13.2** In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, borrow, raise or secure the payment or repayment of money in any manner it decides including but not limited to the granting of guarantees and in particular, but without limiting the foregoing, by the issue of debentures.

#### **Disposition of real property**

**13.3** Prior to any disposition by the Society of any real property owned by the Society, the Members must first approve such disposition by special resolution.

#### **Disposition of all property**

**13.4** Prior to the disposition by the Society of all or substantially all of the property owned by the Society, including book debts, rights, powers, franchise and undertakings, the Members must first approve such disposition by special resolution.

### **PART 14 – SEAL AND EXECUTION OF INSTRUMENTS**

#### **Seal**

**14.1** The Society may have a corporate seal but will not use the seal for the purpose of executing documents.

#### **Signing authority**

**14.2** Contracts, documents or instruments in writing requiring the signature of the Society may be entered into on behalf of the Society by the Board or by any person authorized by the Board. The Board may at any time direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Society may or shall be executed. In the absence of express authorization by the Board, an instrument, contract or obligation may be signed by:

- (a) the Chair and one other Director;
- (b) in the absence of the Chair, the Vice-Chair and one other Director;
- (c) in the absence of the Chair and Vice-Chair, any two Directors; or

(d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society,  
and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.

#### **Cheques**

**14.3** The Board may, from time to time by Board Resolution, appoint signing Officers who shall have the authority to sign cheques and all banking documents on behalf of the Society.

#### **Dual signatures required**

**14.4** All cheques of the Society shall require two signatures.

### **PART 15 – AUDITOR**

#### **Auditor is optional**

**15.1** The Society is not required to be audited and this Part applies only where the Society is required or has resolved to have an auditor.

**15.2** The Society will conduct an audit of its annual financial statements if:

(a) the Directors determine by Board Resolution that it is in the best interests of the Society to conduct an audit or review engagement; or

(b) the Members require the appointment of an auditor by ordinary resolution,

in which case the Society will appoint an auditor qualified in accordance with, and will comply with all relevant provisions of, Part 9 of the Societies Act and these bylaws.

#### **Member appointment**

**15.3** If the Society determines to conduct an audit, an auditor will be appointed at an annual General Meeting, to hold office until such auditor is reappointed at a subsequent annual General Meeting or a successor is appointed in accordance with the procedures set out in the Societies Act or until the Society no longer wishes to appoint an auditor. At each annual General Meeting, the Society may appoint an auditor to hold office until he or she is reappointed or his or her successor is appointed at the next following annual General Meeting in accordance with the procedures set out in the Societies Act.

#### **Board appointment**

**15.4** The Board may appoint the first auditor if the Society does not appoint one at an annual General Meeting, and the Board may appoint an auditor to fill any vacancy occurring in the office of auditor.

#### **Removal**

**15.5** An auditor may be removed by ordinary resolution in accordance with the procedures set out in the Societies Act.

#### **Notice of Appointment**

**15.6** An auditor shall be promptly informed in writing of appointment or removal.

#### **Prohibition**

**15.7** No Director, Member or employee of the Society or any other person who is not independent of the Society in accordance with the section 113 of Societies Act shall be auditor.

### **Auditor's Report**

**15.8** The auditor, if any is appointed, must prepare a report on the financial statements of the Society in accordance with the requirements of the *Societies Act* and applicable law.

### **Meetings**

**15.9** The auditor, if any, may attend General Meetings.

## **PART 16 – EXECUTIVE DIRECTOR/COORDINATOR**

### **Executive Director**

**16.1** The Board may select and appoint an Executive Director/Coordinator of the Society for a fixed or indefinite term, and set the terms of his or her duties, responsibilities and employment.

## **PART 17 – INDEMNITIES**

### **General Indemnity**

**17.1** To the extent permitted by the Societies Act, each Director and eligible party (as defined by the Societies Act) will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Director and eligible party (as defined by the Societies Act) by reason of his holding or having held authority within the Society:

- (a) is or may be joined as a party to such legal proceeding or investigative action; or
- (b) is or may be liable for; or
- (c) is or may be liable in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

### **Purchase of insurance**

**17.2** The Society shall purchase and maintain insurance for the benefit of any or all Directors, Officers, employees or agents against personal liability incurred by any such person as a Director, Officer, employee or agent.

## **PART 18 – DISPUTE RESOLUTION**

### **Dispute resolution**

**18.1** All disputes arising in the Society, including but not limited to all disputes arising out of these bylaws or in respect of any legal relationship associated with it or from it, shall be resolved in the following manner:

- (a) the parties to the dispute shall meet within fourteen (14) days of the dispute arising and attempt to resolve it in a spirit of mutual respect and cooperation; and
- (b) if the dispute is not satisfactorily resolved under section 18.1(a) above, the parties, within thirty (30) days of completion of that step, shall submit the dispute to mediation and/or arbitration in accordance with the rules and procedures of the Vancouver International Arbitration Centre.

**Decision final and binding**

**18.2** The outcome of any mediation or arbitration held in accordance with section 18.1 shall be final and binding on all parties.

**Location**

**18.3** The place of mediation and arbitration shall be mutually agreed by the Society and the parties to the dispute. In the absence of agreement regarding the place of mediation and arbitration, the place of mediation and arbitration shall be Coquitlam or Port Coquitlam, British Columbia.

**Cost**

**18.4** All parties to the dispute shall share the fee of any mediator and arbitrator equally.

**Option for injunction**

**18.5** The Society and the parties to a dispute shall use their best efforts to conduct any dispute resolution procedures herein as efficiently and cost-effectively as possible. Notwithstanding this provision, any party may obtain a temporary injunction to enforce or preserve its rights or restrain any further violation or threatened violation of any restrictions or agreements contained herein for which monetary damages are not an adequate remedy until such rights can be pursued through arbitration.

**PART 19 – MISCELLANEOUS****Notice generally**

**19.1** The rules governing when notice is deemed to have been given set out in these bylaws shall apply, with any necessary changes, to determine when a Board Resolution shall be deemed to have been submitted to all of the directors and when an ordinary resolution shall be deemed to have been submitted to all of the members.

**Alteration of bylaws**

**19.2** These bylaws shall not be altered or added to except by special resolution.

**Non-profit purposes**

**19.3** The Society is constituted exclusively for non-profit purposes and must not distribute any gain, profit or dividend or otherwise dispose of its assets to a Member of the Society without receiving full and valuable consideration, and any profits or other accretions to the Society shall be used in promoting the purposes of the Society.

**Dissolution**

**19.4** Upon winding-up or dissolution of the Society, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution and after payment to employees of the Society of any arrears of salaries or wages, and after the payment of any debts of the Society, will be distributed to such one or more “qualified donees” as defined by the Income Tax Act in such portions, as may be determined by ordinary resolution.

**19.5** If passing an ordinary resolution is not feasible, the Board shall distribute any remaining assets of the Society to one or more “qualified donees” as defined by the Income Tax Act in such portions, as may be determined by Board Resolution.

**19.6** Any of such funds or property remaining which had originally been received for specific purposes will, wherever possible, be distributed to a qualified donee in Canada carrying on work of a similar nature.

## APPENDIX I

### Sector Representative List and Member Appointments

Each of the following groups, organizations and corporations in the far left column is a “Sector Representative” as this term is used in the bylaws and has the ability to appoint up to the number of Members to the Society as set out below, subject to sections 2.5 and 2.6 of the bylaws of the Society:

<b>Organization/Group/Corporation Name</b>	<b>Sector Represented</b>	<b>Maximum Number of Member Appointees</b>
City of Coquitlam	Local Government	Two Members
City of Port Coquitlam	Local Government	Two Members
Kwikwetlem First Nation	First Nation	Two Members
Heidelberg Construction Co. Ltd., Allard Contractors Ltd. and Jack Cewe Construction Ltd. acting jointly	Industry	Two Members
Hoy/Scott Watershed Society	Stewardship	One Member
<i>One organization or corporation appointed by Board Resolution per section 2.8 of the Society’s bylaws.</i>	Stewardship	One Member
<i>One organization or corporation appointed by Board Resolution per section 2.8 of the Society’s bylaws.</i>	Stewardship	One Member
Greater Vancouver Water District (Metro Vancouver)	Regional Government	One Member
Fisheries and Oceans Canada	Federal Government	One Member
The British Columbia Hydro and Power Authority (BC Hydro)	Utilities	One Member
Ministry of Water, Land and Resource Stewardship	Provincial Government	One Member
Colliers International Mortgage Corporation and Morguard Real Estate Investments Trust jointly	Real Estate Development	One Member
Vancouver City Savings Credit Union	Community	One Member
ArtsConnect Tri-Cities Arts Council	Art and Culture	One Member
<i>One organization or corporation appointed by Board Resolution per section 2.8 of the bylaws.</i>	Education	One Member