



Constitution and By-laws

October 2020



THE FEDERATION
of COMMUNITY SOCIAL SERVICES *of* BC

Altogether better.

Constitution

1. The Name of the Society is:

THE FEDERATION OF COMMUNITY SOCIAL SERVICES SOCIETY OF BRITISH COLUMBIA

2. The Purposes of the Society are:

- to promote and enhance the development and quality of services for children, youth, adults and families in the province of British Columbia;
- to provide a forum for child, youth, adult and family services to discuss issues of mutual interest and concern;
- to provide educational opportunities in areas of interest to member agencies;
- to encourage a partnership relationship with local communities and with contracting Ministries.

By-laws

TABLE OF CONTENTS

<u>PART 1</u>	
Definitions and Interpretation	4
<u>PART 2</u>	
Members	5
<u>PART 3</u>	
General Meeting of Members	9
<u>PART 4</u>	
Directors	12
<u>PART 5</u>	
Directors' Meetings	14
<u>PART 6</u>	
Board Positions and Roles	15
<u>PART 7</u>	
Remuneration of Directors	17
<u>PART 8</u>	
Other	18
<u>PREVIOUSLY UNALTERABLE PROVISIONS</u>	19



PART 1 – Definitions and Interpretation

1



1

Definitions and Interpretation

1.1 In these Bylaws:

- 1.1.1 **"Act"** means the Societies Act of British Columbia as amended from time to time;
- 1.1.2 **"Board"** means the Directors of the Society;
- 1.1.3 **"Bylaws"** means these bylaws as altered from time to time;
- 1.1.4 **"Directors"** means either a designated representative of a member agency of The Federation, or an Indigenous Director, voted into office by the other voting members of The Federation; and "Board of Directors" has a corresponding meaning;
- 1.1.5 **"Federation" and "The Federation"** means The Federation of Community Social Services Society of British Columbia;
- 1.1.6 **"General meeting"** includes annual general meeting and special general meetings;
- 1.1.7 **"Indigenous"** means a person who self-identifies as a member of a First Nation, Inuit, or Metis community;
- 1.1.8 **"Indigenous Director"** means a person from a member agency of The Federation that self-identifies as Indigenous and is appointed by the Board;
- 1.1.9 **"Mail"** means by Email, Postal Service or Fax;
- 1.1.10 **"Member"** is the agency registered;
- 1.1.11 **"Ordinary resolution"** means any of the following:
 - 1.1.11.1 resolution passed at a general meeting by a simple majority of the votes cast by the voting members, whether cast in person or by proxy;
 - 1.1.11.2 a resolution consented to in writing, after being sent to all of the voting members, by at least 2/3 of the voting members;
 - 1.1.11.3 if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by a simple majority of the votes cast, in accordance with the bylaws, on the resolution;
- 1.1.12 **"Persons"** means a natural person;
- 1.1.13 **"Registered address"** of a member means the member agency address as recorded in the register of members;
- 1.1.14 **"Special resolution"** means a resolution approved at a general meeting of not less than 75 percent of the votes of those members present and entitled to vote, providing that the special resolution is distributed to the membership not less than 14 days prior to the meeting at which it is voted upon;
- 1.1.15 **"Words"** importing the singular include the plural and vice versa;
- 1.1.16 **"Written Notice"** is by hard copy or electronic means

Definitions in Act Apply

- 1.2 Except where these bylaws specifically provide otherwise, the definitions in the Societies Act apply to these bylaws.



Conflict with Act or Regulations

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





Application for Membership

- 2.1 Application for membership in The Federation shall be made to the Directors, who may recommend the applicant for ratification by the membership in accordance with these bylaws.
- 2.2 There are the established three classes of membership: Full Membership, Associate Membership and Honorary Membership.
- 2.3 Full Membership shall be available only to legally constituted organizations actively involved in direct provision of child, youth, adult and family services, and which support the goals of The Federation.
- 2.3.1 A Full member is entitled to be represented and vote through its designated representative at all meetings of the Society, and its designated representative is entitled to hold any office within The Federation.
- 2.3.2 A Full member shall designate a person as its representative. A Full member, may from time to time, change its designated representative, by notifying The Federation office.
- 2.4 Associate Membership shall be available to the following categories. Associate members support the goals and objectives of The Federation and promote these within their membership:
- 2.4.1 Formally recognized and registered organizations that do not meet the criteria for Full Membership or provide direct services to children, youth, adults and families;
- 2.4.2 Research and/or education bodies;
- 2.4.3 Individuals who are not affiliated with an organization that would be eligible for membership may be recommended by the Membership Committee and then approved by the Board.
- Associate Membership may include umbrella, educational and/or advocacy organizations operating at local, provincial, national and/or international levels.
- 2.4.4 Associate members are entitled to be present at all meetings of The Federation, but are not entitled to vote at any meeting.
- 2.4.5 Associate members may not serve as Directors.
- 2.4.6 An Associate member, that is an organization, shall designate a person as its representative and may, from time to time, change its designated representative.
- 2.5 Honorary Membership may be bestowed, by resolution of the Directors, on any person to recognize outstanding contributions to The Federation
- 2.5.1 An Honorary member shall have the same rights and privileges as an Associate member, but not be required to pay any dues or assessments to The Federation.

Duties of Members

- 2.6 Every member shall uphold the constitution of The Federation and comply with these bylaws.

Amount of Membership Dues

- 2.7 Every member shall annually pay the dues prescribed by The Federation through a special resolution enacted at a general meeting.

Member Not in Good Standing

- 2.8 A member is not in good standing if the member:
- 2.8.1 fails to pay the member's annual membership dues, and the member is not in good standing for so long as those dues remain unpaid.
 - 2.8.2 upon receipt by The Federation office of a written letter of resignation, or intent of non-renewal of membership; except where a request for an extension or waiver has been approved by the Board.
 - 2.8.3 upon the death of a member who is a person or the dissolution of a member, which is a corporation.
 - 2.8.4 upon expulsion in accordance with these bylaws.

Member Not in Good Standing May Not Vote

- 2.9 A voting member who is not in good standing:
- 2.9.1 may not vote at a general meeting, and
 - 2.9.2 is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of Membership if Member Not in Good Standing

- 2.10 Membership in the Society is terminated if the member is not in good standing for 90 days.

Discipline

- 2.11 Any member, or the designated representative of a member, may be disciplined for:
- 2.11.1 failing to comply with the constitution, bylaws or rules of The Federation, or
 - 2.11.2 doing anything (or failing to do anything), which is prejudicial to the best interests of The Federation.
- 2.12 Any member may file a written complaint with the Secretary-Treasurer alleging that a member, or the designated representative of a member, has done or failed to do something, which subjects that person to be disciplined.

- 2.13** Upon receiving a complaint, the Secretary-Treasurer shall:
- 2.13.1** fix a date for a meeting of the Board of Directors to consider the complaint, such meeting to be held not less than 14 days and not more than 30 days following the receipt of notice;
 - 2.13.2** send a copy of the complaint by mail to the member or designated representative named in the complaint, with notice of the date, time and place it is to be considered;
 - 2.13.3** notify the member submitting the complaint of the date, time and place at which the complaint is to be considered; and
 - 2.13.4** provide a copy of the complaint to each Director by mail, together with a notice of the date, time and place of the meeting of the Board of Directors at which the complaint is to be considered.
- 2.14** At the time fixed for consideration, the Board of Directors shall hold a hearing to inquire into the complaint and to obtain such information as is necessary to decide whether there is merit to the complaint.
- 2.14.1** If the complaint has been made by a Director, then that Director shall take no part in adjudicating the complaint.
 - 2.14.2** The member or designated representative who is the subject of the complaint is entitled to be present throughout the hearing, to be represented by an agent or by counsel and to make full answer to the complaint. If the member or designated representative is not present at the time set for the hearing, the hearing may proceed if the Directors are satisfied that notice was given to the member as required by these bylaws.
 - 2.14.3** The member making the complaint is entitled to be present throughout the hearing.
 - 2.14.4** In considering the complaint, the Directors are not required to limit themselves to evidence, which would be admissible in a court proceeding.
 - 2.14.5** A hearing into a complaint may be adjourned from time to time and from place to place, provided that the member who is the subject of the complaint is notified of its time, and date and place at which the hearing is to be resumed.
- 2.15** Upon hearing all of the information determined as warranted and all information submitted by the member or designated representative who is the subject of the complaint, the Directors shall meet in camera and decide:
- 2.15.1** the complaint is without merit;
 - 2.15.2** that the complaint has merit but is not deserving of sanction; or
 - 2.15.3** that the complaint has merit and is deserving of sanction.
- 2.16** If the Directors conclude that the complaint has merit and is deserving of sanctions, it will allow the member or designated representative named in the complaint to make submissions as to penalty and may then:
- 2.16.1** warn the member or designated representative;
 - 2.16.2** formally reprimand the member or designated representative;
 - 2.16.3** order that the designated representative be removed and that a new designated representative be named by the member;
 - 2.16.4** suspend the member from the membership for a fixed period not to exceed one year;
 - 2.16.5** expel the member from the membership.

- 2.17** A member or designated representative who has been sanctioned by the Directors may appeal the finding or the sanction to the membership.
- 2.17.1** Notice of appeal shall be filed with the Secretary-Treasurer within 30 days of the decision of the Directors.
 - 2.17.2** Upon receipt of a notice of appeal, the Secretary-Treasurer shall convene a meeting of the membership to be held within 90 days, but not sooner than 30 days after receipt of the notice.
 - 2.17.3** The member or designated representative is entitled to be present at the meeting at which the appeal is considered, to speak, but not to vote.
 - 2.17.4** The membership may vary the findings of the Directors or the sanction imposed by resolution approved by three-quarters of the members present and voting.
- 2.18** A suspended member is not entitled to notice of a general meeting, to be present at a meeting or to vote during the period of suspension.
- 2.19** A member who has been expelled from the membership may apply for readmission to The Federation after one year from the date of the expulsion and the application shall be considered by the Directors in the same manner as an application from a new prospective member.
- 2.20** A member may not appoint a person who has been sanctioned as its designated representative without permission of the Directors.



Time and Place of an Annual General Meeting

- 3.1 The Federation shall hold an annual general meeting at least once in each calendar year.

Time and Place of General Meeting

- 3.2 A general meeting must be held at the time and place the Board of Directors determines.

Ordinary Business at an Annual General Meeting

- 3.3 At an annual general meeting, the following business is ordinary business:
- 3.3.1 Adoption of rules of order;
 - 3.3.2 Determine quorum;
 - 3.3.3 Adoption of agenda;
 - 3.3.4 Consideration of any financial statements of the Society presented to the meeting;
 - 3.3.5 Approve the minutes from the last annual general meeting;
 - 3.3.6 Consideration of the reports, if any, of the Directors or auditor;
 - 3.3.7 Election or appointment of Directors;
 - 3.3.8 Consider an appointment of an auditor, and
 - 3.3.9 Close the meeting.

Ordinary Business at a General Meeting

- 3.4 Other general meetings may be ordered by the Board of Directors, which shall set the date, time and place of the meeting.

Notice of Meetings

- 3.5 Every member shall be given at least 14 days written notice of the time, date and place of a general meeting and a description of the business to be transacted at that meeting.
- 3.5.1 Notices shall be sent to each member's registered email address.
 - 3.5.2 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at the meeting.

Notice of Special Business

- 3.6 A notice of a special general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.



- 3.6.1 A special general meeting shall be convened at the request of 10 percent of the total number of Full members, such request to be in writing and delivered to the Secretary-Treasurer.
- 3.6.2 A request for a special general meeting shall set forth the business to be transacted at that meeting and be signed by the members requesting the meeting. The request may consist of several documents in similar form each signed by one or more Full members.
- 3.6.3 Upon receipt for a request for a special meeting, the Secretary-Treasurer shall direct that a special meeting be called within 21 days.

Chair of a General Meeting

- 3.7 The President or, in their absence, the Vice President, shall preside at every general meeting.
 - 3.7.1 If both the President and Vice President are not present within 15 minutes of the time set of a general meeting, or refuse to preside at the meeting, one of the other Directors shall preside at the meeting.
- 3.8 If the President, the Vice President and all other Directors are not present within 15 minutes of the time set for a general meeting, or refuse to preside at the meeting, the members present shall choose one of their number to preside at the meeting.

Quorum Required

- 3.9 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.
- 3.10 A quorum at a general meeting shall be 20 Full members.–

Lack of Quorum at Commencement of Meeting

- 3.11 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present:
 - 3.11.1 in the case of a meeting convened on the requisition of members, the meeting is terminated, or
 - 3.11.2 that meeting shall be adjourned to a date set by the Board of Directors.

If Quorum Ceases to be Present

- 3.12 If at any time during the meeting, there ceases to be a quorum, any business then in progress shall be suspended. If a quorum is still not present 15 minutes after the suspension of business, then the meeting shall be adjourned to a date to be set by the Board of Directors.

Adjournments by Chair

- 3.13 A general meeting may be adjourned, by resolution, from time to time and from place to place, but no business shall be transacted at the resumed meeting, except business left unfinished at the meeting, which was adjourned.

Notice of Continuation of Adjourned General Meeting

- 3.14 If a meeting is adjourned for 21 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. If the meeting is adjourned for some lesser time, no notice is required.

Methods of Voting

- 3.15 Every Full member is entitled to one vote on any question, to be cast by its designated representative. For the election of Directors and Officers, a proxy holder maybe appointed pursuant to Section 3.18.
- 3.15.1 Voting on any question, other than the election of Directors shall be by show of hands. Voting for the election of Directors shall be by secret ballot.
- 3.16 The Chair of the meeting is entitled to vote on all matters.
- 3.16.1 In the event of a tie vote on any resolution, the resolution shall be considered lost. The Chair is not entitled to a second or deciding vote.
- 3.16.2 In the event of any procedural question, which is not addressed in these bylaws, the provision of Robert's Rules of Order (latest revision) shall prevail.

Announcement of Result

- 3.17 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy

- 3.18 A member may authorize by way of a proxy document the designated representative of another member, who is present in person at a meeting of members to act as the member's representative for the election of Directors and Officers. A proxy document shall:
- 3.18.1 be in a form determined by the Directors;
- 3.18.2 specify the meeting of members to which the proxy applies;
- 3.18.3 be authorized in writing by the member giving the proxy;
- 3.18.4 be delivered to the Chair of the meeting before any vote in respect of which the proxy is given.
- 3.18.5 The Directors may make rules relating to the delivery of proxy documents.

Matters Decided at General Meeting by Ordinary Resolution

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



Directors of the Board

- 4.1 Only designated representatives of member agencies of The Federation may be elected or appointed as Board Directors.
- 4.1.2 Due to the desire for greater awareness and more effective support and planning for the issues and needs of Indigenous communities and persons, there are specific positions (Indigenous Directors) that are limited to those individuals that self-identify as Indigenous.

Election or Appointment of Board Directors

- 4.2 The Directors shall consist of:
- 4.2.1 the President;
 - 4.2.2 the Vice President
 - 4.2.3 the Secretary-Treasurer
 - 4.2.4 one Director from each of the five geographical regions corresponding to the current regional service delivery areas;
 - 4.2.5 six Directors at Large, including the two (or more) Indigenous Directors; and
 - 4.2.6 the immediate Past President.
- 4.3 All of the Directors, other than the immediate Past President, Indigenous Directors and Regional Directors shall be elected by the full voting membership of The Federation. Elections shall take place at the Annual General Meeting and the Directors so elected shall hold office for 2 years.
- 4.3.1 The election of the President and the Directors from the geographical regions of the province shall take place at the annual general meeting held in even years; and the election of Vice President, the Secretary-Treasurer and 6 Directors at Large (except for the Indigenous Directors) shall take place at the annual general meeting in odd years.
 - 4.3.2 A Director who concludes a term as President shall be entitled to serve immediately thereafter as the immediate Past President for a term or terms coinciding with the term or terms of President. In the event that the immediate Past President doesn't wish to serve as a Director, the Directors may appoint an alternate person who has previously served in the capacity of President, Vice President or Secretary-Treasurer as a Director.
 - 4.3.3 Regional Directors shall be elected by the members of their region at the annual general meeting and ratified by the voting membership at large.
 - 4.3.4 The two (2) Indigenous Directors shall be appointed by the Board.
- 4.4 No person shall hold a specific position on the Board of Directors for more than two full consecutive terms.
- 4.5 Subject to these bylaws, statute or rules established by the membership, the Board of Directors shall manage or supervise the management of the affairs of The Federation and may exercise all of the powers of the Society.

4.5.1 No rule established by The Federation invalidates an earlier act of the Board of Directors, which was valid at the time, it was taken.

4.6 A Director's office is immediately vacated if:

- 4.6.1 the Director resigns their office by notice in writing to the Secretary-Treasurer;
- 4.6.2 the Director ceases to be the designated representative of a Full member;
- 4.6.3 the Full member, which the Director represents, is suspended or expelled from the membership;
- 4.6.4 the Director is removed from office pursuant to the bylaws; or
- 4.6.5 the Director is absent from three consecutive meetings of the Board of Directors, unless permission to be absent has previously been obtained from the Board of Directors.

Directors May Fill Casual Vacancy on Board

4.7 The Directors may at their discretion appoint one of the remaining Directors to perform the duties of the vacated Officer position until a by-election is held. In the event that any Officer's position, including the offices of the President, Vice President or Secretary-Treasurer, is vacated prior to the expiration of the term of that Officer, a by-election to replace the Officer shall be held at the next regularly scheduled Annual General Meeting.

- 4.7.1 Any Officer elected in a by-election shall complete the unexpired position of the term of the Director whose office was vacated.
- 4.7.2 In the event that any Director's office is vacated prior to the expiration of the term of that Director, the Directors may, at any time and from time to time, appoint a member as a Director to fill a vacancy on the Board of Directors, subject to ratification by the membership at the next general meeting.
- 4.7.3 The Directors may at their discretion appoint one of the remaining Directors to perform the duties of the vacated office.

Term of Appointment of Director Filling Casual Vacancy

4.8 A Director appointed by the Board to fill a vacancy 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.



Calling Directors' Meeting

- 5.1 The Board of Directors shall meet at such times and places as they may establish and may meet by conference call.

Notice of Directors' Meeting

- 5.2 Written notice of the meeting of the Board of Directors shall be given to each Director not less than 14 days prior to the date for the meeting. The Directors may, by unanimous resolution, waive notice of a meeting.
- 5.2.1 No notice is required for a meeting of Directors held immediately following the general meeting at which Directors have been elected, provided a quorum of Directors is present.
- 5.2.2 If, at a meeting of the Board of Directors, a new Director is appointed to fill a vacancy, no notice is required to be given to the newly appointed Director for that meeting to continue, provided a quorum of Directors is present.

Proceedings of Directors' Meetings

- 5.3 The President shall chair each meeting of the Board of Directors.
- 5.3.1 If the President has previously indicated their inability to be present at a meeting, or is not present within 30 minutes of the time set for the meeting, the remaining Directors shall elect one of their number to chair the meeting.
- 5.3.2 If neither the President nor Vice President is present within 30 minutes of the time set for the meeting, the remaining Directors shall elect one of their own number to chair the meeting.
- 5.3.3 The Chair is entitled to vote on all matters.
- 5.4 A written resolution, signed by all of the Directors or voted via email unanimously, and inserted into the minutes of the next meeting, shall be as valid and effective as if passed at a duly-called meeting of the Board of Directors.

Proceedings Valid Despite Omission to Give Notice

- 5.5 The accidental omission to give notice of a Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

Conduct of Directors' Meetings

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

Quorum of Directors

- 5.7 A quorum of the Board of Directors shall consist of not less than 50%+1 of the sitting Directors.
- 5.7.1 No business shall be transacted in the absence of a quorum.





Role of President

6.1 The President shall:

- 6.1.1 preside at all meetings of The Federation and of the Board of Directors;
- 6.1.2 supervise the other Directors in the execution of their duties; and
- 6.1.3 perform such other duties as may be required of them by these bylaws, the Board of Directors or the members.

Role of Vice President

6.2 The Vice President shall act as President in the absence or inability to act of the President, and shall perform such other duties as are required by these bylaws, the Board of Directors or the members.

Role of Secretary-Treasurer

6.3 The Secretary–Treasurer shall:

- 6.3.1 keep the minutes of The Federation and the Board of Directors;
- 6.3.2 have charge of the books and records of The Federation;
- 6.3.3 have custody of the seal;
- 6.3.4 maintain a register of members;
- 6.3.5 keep the financial records of The Federation;
- 6.3.6 render financial statements to the Directors, the members and others as required;
- 6.3.7 conduct the correspondence of the Society and issue notices of meetings of the Society and Directors;
- 6.3.8 do such other things as required by these bylaws, the Board of Directors or the members; and
- 6.3.9 delegate any or all of these responsibilities to the Executive Director, where appropriate.

Role of Regional Director

6.4 Regional Directors shall be responsible for providing a focus for Federation activity at a regional level and providing a communications conduit for The Federation and regional members.

Role of Director at Large

6.5 The Director at Large shall:

- 6.5.1 bring their expertise from their community to provide further perspective to The Federation's Board.
- 6.5.2 participate fully with the strategic direction, oversight, and decision making work of the Board, and serve on committees, and special assignments as needed by the Board.



Role of Indigenous Director

6.6 The Indigenous Director shall:

- 6.6.1 serve the same role as the Director at Large; and
- 6.6.2 shall bring their unique perspective as an Indigenous person to the Board.

Executive Committee

6.7 The Directors shall determine the mandate of the Executive Committee whose members shall be the President, the Vice President, the Secretary-Treasurer and the immediate Past President or in the event there is no immediate Past President the alternative Director appointed pursuant to Section 4.3.2.

Committees

6.8 The Directors may, on their own discretion or upon direction from the members, establish other Committees for any other purpose.

- 6.8.1 The Directors shall set the Terms of Reference for such other Committees. The Terms of Reference shall include the purpose and responsibilities of the Committee; budget; rules for the Committee; time frame for the work of the Committee and the membership of the Committee or alternatively the process for selecting the membership of the Committee.
- 6.8.2 The Directors shall appoint a Director or another member of The Federation to chair the Committee.
- 6.8.3 The Directors shall dissolve such other Committees upon completion of the purpose for which they were established.
- 6.8.4 The Directors may also establish and set the terms of reference for Liaison positions to represent The Federation to other bodies.
- 6.8.5 The Directors may appoint a Director, or staff, or another member of The Federation to such position.

Executive Director

6.9 The Directors may employ a person as an Executive Director at such salary and upon such terms and conditions of employment as the Directors shall determine.

- 6.9.1 The Executive Director shall perform the function of Chief Executive Officer of the Society including without limitation acting as advisor to the Directors and provide staff support to the Directors, Committees and Liaison positions established by the Directors; managing the general operation of The Federation and supervising other Federation employees; and acting as a spokesperson for The Federation in accordance with Federation purposes and objectives.
- 6.9.2 The Executive Director shall also perform the day to day functions of Secretary-Treasurer to the Directors including without limitation issuing notices of meetings of The Federation; keeping the minutes of all meetings of the association and Directors; maintaining custody of all records and documents of The Federation and maintaining the register of members



Remuneration of Directors

- 7.1 No Director shall be remunerated for being or acting as a Director, but a Director may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of The Federation.

Removal of Director

- 7.2 The members may, by special resolution, remove an elected Director from office prior to the expiration of that Director's term.
- 7.2.1 The Director who is the subject of the motion is entitled to be present, to speak to and, if qualified, to vote on the motion.





Seal

- 8.1 The Directors may prescribe a seal for The Federation.
- 8.1.1 The seal shall be affixed to a document only by authority of a resolution of the Directors and then only in the presence of persons prescribed in the resolution or, if no persons are so prescribed, then in the presence of the President and the Secretary-Treasurer.

Auditor

- 8.2 The members may, but are not obliged to, appoint an auditor.
- 8.2.1 If an auditor is appointed, the provision of the Society Act relating to auditors shall apply to The Federation.

Borrowing

- 8.3 The Directors may, on behalf of and in the name of The Federation, raise or secure the payment or repayment of money in such manner as they decide and, in particular but without restricting the generality of the foregoing, by the issue of debentures.
- 8.3.1 No debenture shall be issued without the authority of a special resolution.
- 8.3.2 The members may, by special resolution, restrict the borrowing powers of the Board of Directors, but any such restriction expires at the annual general meeting following enactment of the resolution.

Notice

- 8.4 Except where otherwise provided, any notice required to be given to a member shall be considered given:
- 8.4.1 when it is given personally to the member; or sent by mail
- 8.4.2 two days after it has been sent by mail.

Records

- 8.5 A member may inspect the records that The Federation is required to keep, as per the Societies Act, under Section 20 (1) (a-k) and 20 (2) (a-b).
- 8.5.1 A member, may inspect the requested records within 3 business days of receipt of the request, at The Federation office during regular business hours.
- 8.5.2 A Director, may inspect the requested records any time during regular business hours.
- 8.6 A person, other than a member, is not permitted to inspect the records of The Federation, unless required by law.



8.7 Should a member, other than a Director, request copies of the records under section 20 (1) (a-k) and 20 (2) (a-b) a reasonable fee (to be determined at the time of request) shall be charged for all pages. The fee will not be charged for one copy of the current constitution and bylaws and one copy of the most recent financial statements.

8.7.1 Copies will be provided promptly, and in no case later than 14 days after receipt of the request and payment of fee, if any.

Bylaws

8.8 These bylaws shall not be amended except by a special resolution.

Transitional

8.9 Every member of The Federation at the time these bylaws came into force continues as a member, unless the membership lapses due to non-payment of dues or unless the member resigns, is suspended, or expelled from the membership.

8.9.1 The Directors may change a member's category of membership to correspond to the qualifications set out in these bylaws.

8.10 The membership dues, which were in effect at the time these bylaws came into force remain in effect until they are changed in accordance with these bylaws.

Previously Unalterable Provisions (in Constitution)

3. In the event of winding up or dissolution of The Federation, funds and assets of The Federation remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations promoting the same objectives of this Federation as may be determined by the members of The Federation at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provision, then such funds shall be given or transferred to some other organization(s) provided however that any such registered charity recognized by the Department of National Revenue, taxation, as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.
4. The purposes of The Federation shall chiefly be carried on in the province of British Columbia, without purpose of financial gain for its members. Any profits or other accretions to the Society shall be used for promoting its purposes.
5. Sections 3, 4, and this section of the constitution are unalterable in accordance with the Society Act.

These provisions were previously unalterable.