

BYLAWS OF GABRIOLA ISLAND RECYCLING ORGANIZATION

PART 1--- DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time;

"Society" means the Gabriola Island Recycling Organization;

"organization", as used in sections 1.4 and 1.5 of these Bylaws, has the same meaning as Society.

1.2 The definitions in the Act apply to these Bylaws.

Conflict between Bylaws and Act

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.

Previously unalterable provisions of Constitution transferred to Bylaws

1.4 On the dissolution of the organization, funds or assets remaining after all debts have been paid shall be transferred to a charitable institution with purposes similar to those of this organization, or, if this is not possible, to another charitable institution recognized by Revenue Canada as qualified under the provisions of the Income Tax Act of Canada.

(This provision was previously unalterable).

1.5 The purpose of the organization shall be carried out without purpose of gain for its members and any profits or other accretion to the organization shall be used for promoting its purposes.

(This provision was previously unalterable).

PART 2 --- MEMBERS

Residency and age requirements for membership

2.1 To be eligible for membership in the Society, an individual must

- (a) reside or own land in the Gabriola Island Local Trust area, as that area is established under the *Islands Trust Act* of British Columbia, and
- (b) be 16 years of age or older.

Application for Membership

2.2 (1) An individual who meets the requirement set out in section 2.1 of these Bylaws and is not otherwise ineligible under these Bylaws may apply to the Board for membership in the Society by submitting a completed membership application form to the Society and the individual

becomes a member upon the Board's approval of the application.

- (2) An individual approved for membership under subsection (1) must pay the annual membership dues, if any, set by the Society.

Start date of membership for new members

2.3 Membership

- (a) begins on the date the Board approves an individual's application for membership, and
- (b) ends on December 31 of that calendar year.

Term of membership

2.4 Subject to section 2.3 of these Bylaws, the term of a membership in the Society is a calendar year (January 1 to December 31).

Transition to calendar year membership

2.5 A member who is in good standing on the date section 2.4 of these Bylaws is brought into force is deemed to have paid the membership dues for the calendar year of that date.

Duties of members

2.6 Every member must

- (a) uphold the constitution of the Society, and
- (b) comply with these Bylaws.

Annual membership dues

2.7 (1) A member must pay the annual membership dues, if any, set by ordinary resolution of the Society.

- (2) The amount of annual membership dues may only be changed or eliminated by ordinary resolution at an annual general meeting.

Transition of current membership dues

2.8 On the date this section comes into force, the amount of the annual membership dues is the amount in effect immediately prior to that date.

Renewal of membership

2.9 A member may, during the month of December, renew membership for the following calendar year by

- (a) sending or delivering a completed membership renewal form to the Society, and
- (b) payment of the annual membership dues, if any.

Grace period for membership renewal

2.10 A member whose term of membership has expired may, within 3 months from the date membership ended, renew his or her membership by

- (a) sending or delivering a completed membership renewal form to the Society, and
- (b) payment of the annual membership dues, if any.

Member not in good standing

2.11 A member is not in good standing if the member fails to pay the member's annual membership

dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing- limitation of rights

2.12 A member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a member for the purpose of any of the following:
 - (i) consenting to a resolution of the members;
 - (ii) requisitioning a meeting under section 75(2) of the Act;
 - (iii) putting forward a proposal under section 81(2) of the Act.

Member expelled by resolution

2.13 A member may be expelled by a special resolution of the members passed at a general meeting.

Notice of resolution to expel

2.14 The notice of the resolution under section 2.13 of these Bylaws must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

Right of member to be heard

2.15 The member who is the subject of the resolution under section 2.13 of these Bylaws must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Termination of membership

2.16 Membership in the Society is terminated under any of the following circumstances:

- (a) the term of membership has expired;
- (b) the member sends or delivers his or her resignation in writing to the secretary of the Society;
- (c) the member dies;
- (d) the member has been expelled under section 2.13 of these Bylaws;
- (e) the member no longer meets the conditions set out in Section 2.1 (a) of these Bylaws;
- (f) the member is not in good standing for 3 consecutive months.

PART 3 --- GENERAL MEETINGS OF MEMBERS

Time and place of general meetings

3.1 A general meeting must be held at the time and place the Board determines.

Annual general meeting

3.2 An annual general meeting must be held at least once in every calendar year.

Notice of special business

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

How notice of meeting is sent

3.4 A notice of a general meeting may be sent

- (a) in the manner, if any, agreed to by the Society and a member, or
- (b) if there is no agreement under paragraph (a) of this section,
 - (i) by email if the member has provided an email to the Society, or
 - (ii) if none of the above apply, by mail to the member's most recent mailing address as set out in the Society's register of members.

Omission of notice to members

3.5 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

Ordinary business at general meeting

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

- (a) consideration of any financial statements of the Society presented to the meeting;
- (b) consideration of the reports, if any, of the directors or auditor;
- (c) election of directors, if required;
- (d) appointment of an auditor, if any;
- (e) business arising out of a report of the directors not requiring the passing of a special resolution.

Chair of general meeting

3.7 The president is to preside as the chair of a general meeting, but if the president is unable to do so,

- (a) the vice-president is to preside as the chair, or
- (b) if both the president and vice-president are unable to preside as the chair, one of the other directors present at the meeting is to preside as the chair.

Alternate chair of general meeting

3.8 If, within 15 minutes from the time set for holding the meeting, there is no director entitled under section 3.7 of these Bylaws to preside as the chair of a general meeting, the members who are present must elect a member present at the meeting to preside as the chair.

Quorum required

3.9 Business, other than the selection 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 members is present.

Quorum for general meetings

3.10 The quorum for the transaction of business at a general meeting is 5 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 members is not present, then,

- (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
 - (i) the same day in the immediately following week and at the same time and place, or
 - (ii) if not possible under paragraph (i), another date, time and place agreed to by those present at the meeting,

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 that meeting, the members 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 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 chair

3.13 The chair of a general meeting

(a) may, but

(b) must, if so directed by a resolution of the members at the meeting,

adjourn the meeting from time to time and from place to place and no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.14 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 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

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

(a) elect a member to chair the meeting, if necessary;

(b) determine whether there is a quorum;

(c) approve the agenda;

(d) approve the minutes from the last general meeting;

(e) deal with unfinished business from the last general meeting;

(f) if the meeting is an annual general meeting,

(i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,

(ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,

(iii) elect directors, and

(iv) appoint an auditor, if any;

(g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;

(h) open discussion between members and the Board;

(i) terminate the meeting.

Methods of voting

3.16 At a general meeting, voting is made by a show of hands, unless, before or immediately after a vote,

(a) 2 or more members request a secret ballot, or

(b) the chair of the meeting directs a secret ballot,

in which case voting must be by a secret ballot.

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 voting not permitted

3.18 Voting by proxy is not permitted.

One vote per member

3.19 A member in good standing present at a meeting of members is entitled to one vote on any issue to be voted on.

Tie in votes on a resolution

3.20 In the case of a tie in the number of votes cast, the chair does not have a second vote in addition to the vote to which the chair is entitled to as a member and the proposed resolution does not pass.

Matters decided at general meeting by ordinary resolution

3.21 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.

Meeting rules of order

3.22 Subject to these Bylaws, the latest edition of Robert's Rules of Order applies to general meetings.

Attendance at general meetings

3.23 A member must attend in person at a general meeting in order to participate or vote at that meeting.

PART 4 --- DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 3 and no more than 9 directors.

Age qualification for a director

4.2 Members who are 16 years of age or older may stand for election as a director of the Board.

Membership qualification as director

4.3 Only members in good standing may be elected or appointed as a director.

Election of directors by members

4.4 Subject to sections 4.5 and 4.6 of these Bylaws, at each annual general meeting, the members entitled to vote may elect a member as a director to a vacant director position.

Board nominations

4.5 The Board may nominate a member for a director position that is to be filled at an annual general meeting.

Nominations to Board by members

4.6 Members in good standing may, subject to section 4.7 of these Bylaws, nominate a member for a director position that is to be filled at an annual general meeting.

Member nomination requirements

4.7 Nominations from members under section 4.6 of these Bylaws must

- (a) be in writing and signed by the nominee and at least five other members in good standing, and
- (b) have been received by the chair of the Society's nominations committee at least 48 hours prior to the scheduled commencement of that annual general meeting.

Election by vote or acclamation

4.8 An election of a director may be made by acclamation if the total number of director nominees is less than or equal to the number of vacant director positions, otherwise it must be by a vote.

Director's term of office

4.9 The term of office of an elected director

- (a) is effective from the close of the annual general meeting at which the director is elected, and
- (b) ends at the close of
 - (i) the second annual general meeting following the annual general meeting at which the director was elected, or
 - (ii) the next or third annual general meeting following the annual general meeting at which the director was elected, as determined by the Board in order to establish a rotation for the continuity of directors from year to year.

Limitations on terms of office of a director

4.10 A member who has served as a director for six consecutive years may not be elected or appointed as a director until such time as the member has not been a director of the Society for at least the period between two successive annual general meetings.

Directors may fill casual vacancy on Board

4.11 The Board may, at any time, appoint a member in good standing as a director to fill a vacancy on the Board.

Term of appointment as director filling casual vacancy

4.12 A director appointed under section 4.11 of these Bylaws ceases to be a director at the conclusion of the next annual general meeting following the appointment.

Removal of director by members

4.13 Members may, in accordance with section 50 of the Act, remove a director from office.

PART 5 --- DIRECTORS' MEETINGS

Calling directors' meetings

5.1 A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

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

Proceedings valid despite omission to give notice

5.3 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

5.4 The directors may regulate their meetings and proceedings as they think fit.

Chair of directors' meetings

5.5 The president shall be chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting,

- (a) the vice president shall act as chair, or
- (b) if neither is present, the directors present at the meeting must choose one of their numbers to be chair at that meeting.

Quorum

5.6 The quorum for the transaction of business at a directors' meeting is a majority of the directors then in office.

Votes

5.7 Decisions at a meeting of the directors is decided by a majority of votes cast.

Forms

5.8 The Board may specify forms and their content for use by the Society, including, but not limited to, membership application forms, membership renewal forms and nomination forms.

Rules

5.9 The Board may establish rules applicable to the operation of the Society but such rules must not be inconsistent with these Bylaws or the Act.

Committees of directors

5.10 The directors

- (a) may, as they see fit, form one or more committees of directors, but
- (b) must appoint a nominations committee comprised of two or more directors.

Delegation of powers to committees

5.11 The directors may delegate some, but not all, of their powers to a committee established under section 5.10 of these Bylaws.

Committee meetings

5.12 A committee of directors

- (a) may regulate their meetings and proceedings as they see fit, but
- (b) must follow the reporting parameters set by the Board for the committee.

PART 6 --- BOARD POSITIONS

Election or appointment to Board positions

6.1 The Board must, at the first meeting of the directors after an annual general meeting, elect or appoint directors to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in section 6.1 of these Bylaws are elected or appointed as directors at large.

Past president

6.3 The past president, who is no longer continuing as a director, may attend Board meetings in an advisory capacity until the end of the next annual general meeting, but in that capacity does not have voting rights on decisions of the Board.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Absence of president and vice-chair

6.5 In the absence of the president and the vice-chair at a meeting, the Board must assign the duties of the president to another director.

Role of Secretary

6.6 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 Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary

6.7 In the absence of the secretary from a meeting, the Board must appoint another director to act as secretary for the meeting.

Treasurer responsibility

6.8 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;

- (d) making the Society's filings respecting taxes.

PART 7 — REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 The Society may not pay a director remuneration for being a director, but the Society may, subject to the Act,

- (a) pay remuneration to a director for services provided by the director to the Society in another capacity, and
- (b) reimburse a director for expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

Signing authority for contract or other record

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society by any of the following persons:

- (a) the president, together with one other director;
- (b) if the president is unable to provide a signature, by the vice-president together with one other director;
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors; or
- (d) if paragraphs (a) to (c) are not possible, by one or more individuals authorized by the Board to sign the record on behalf of the Society.