

BYLAWS

Part 1 - Interpretation

- 1.1** In the constitution and these bylaws, unless the context requires otherwise:
- a) “Act” means the Societies Act of British Columbia,
 - b) “AGM” means an annual general meeting,
 - c) “Association” means The Association of British Columbia Teachers of English as an Additional Language,
 - d) “Board” or “Board of Directors” means the directors of the Association, acting as a body,
 - e) “director” means a director of the Association,
 - f) “general meeting” includes the AGM and a special general meeting,
 - g) “member” means a member of the Association,
 - h) “registered address” means a member’s address as recorded in the register of members,
 - i) “written” means any mode of representing or reproducing words in written form, including printing, photography, e-mail, fax and other electronic means,
 - j) “bylaws”, “constitution”, “ordinary resolution” and “special resolution” have the meaning given to them in the Act, and
 - k) the singular includes the plural and vice versa.
- 1.2** The definitions in the Act on the date these bylaws become effective apply to these bylaws.
- 1.3** Each member is entitled to and the Association must on request provide the member a copy of the constitution and bylaws without charge.
- 1.4** The constitution and bylaws, where amendable, can only be amended by special resolution.

Part 2 - Membership

- 2.1**
- 1) The members of the Association are the applicants for incorporation and those persons who subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.
 - 2) A member must support the purposes of the Association.
- 2.2**
- 1) There are four categories of members – Individual, Institutional, and Honourary.
 - 2) An Individual Member is a person who is 19 years of age or older as of the date of application.
 - 3) An Institutional Member (aka Supporting Institutions) is an educational organization which provides courses and programs in English as an additional language, or in the teaching of English as an additional language, whether incorporated or not.

- 5) An Honourary Member is a person who:
 - a) has made an extraordinary contribution to the Association, teaching of English as an additional language, or both, and is appointed for life by resolution of the Board, or
 - b) was an Honourary Member, a Lifetime Member, or a Lifetime Contributor as of the date these bylaws take effect.
- 6) All members have the right to notice of, to attend, to speak at, and to vote at general meetings.

2.3 An application for membership or for renewal of membership must:

- a) be in writing and in a form approved by the Board,
- b) include the full name, address, e-mail address, and telephone number of the applicant,
- c) state the category of membership that is being applied for,
- d) in the case of an Institutional or ~~Affiliate~~ Member, appoint an authorized representative,
- e) provide such other information as the Board may reasonably require, and
- f) include annual membership dues.

2.4 1) A person may apply to the Board for membership, and becomes a member on:

- a) complying with bylaws 2.2 and 2.3 , and
- b) approval by the Board.

2) The Board may in its sole discretion approve, postpone, or refuse an application for membership.

3) Annual membership dues for Individual, Institutional ~~and Affiliate~~ Members must be set by the Board.

4) An Honourary Member pays no membership dues.

5) Except where determined by the Act or the bylaws, the privileges and responsibilities of members of each category must be determined by resolution of the Board. A person who was an Honourary Member, a Lifetime Member, or a Lifetime Contributor as of the date these bylaws take effect continues to have the rights and privileges such members had as of that date.

2.5 1) A membership is not transferable.

2) Membership must be renewed annually, biannually or triennially by a date set by the Board.

3) The Association must send a membership renewal notice to a member a reasonable time before the date on which a membership must be renewed.

4) A membership cannot be renewed at a general meeting.

5) A member who is renewing must comply with bylaws 2.2 and 2.3.

2.6 Every member and director must comply with:

- a) the Act,

- b) the constitution and bylaws,
- c) all policies and regulations enacted by the Board, and
- d) rules of order governing the conduct of general meetings and of meetings of the Board.

2.7 A member ceases to be a member on:

- a) delivering a written resignation to the Association,
- b) death, or in the case of an Institutional ~~or Affiliate Member~~, on dissolution,
- c) becoming a member not in good standing, or
- d) being expelled.

2.8 A member becomes a member not in good standing on failing to pay:

- a) a debt due and owing to the Association, or
- b) annual membership dues on or before the date set for their payment under bylaw 2.5 (2).

2.9 1) A member may be expelled by special resolution.

2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

3) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

2.10 1) A member may be suspended or expelled for conduct substantially prejudicial to the Association, by a resolution of which not less than 75% of the directors then in office are in favour.

2) A member who is the subject of a proposed directors' resolution for suspension or expulsion must be given:

- a) reasonable notice of the meeting at which it will be proposed,
- b) a brief statement of the reason or reasons for the proposed suspension or expulsion, and
- c) a reasonable opportunity to be heard at the meeting before the resolution is voted on.

Part 3 - Meetings of Members

3.1 1) General meetings must be held at the time and place, in accordance with the Act and these bylaws, that the Board decides.

2) An AGM must be held at least once in every calendar year, and not more than 15 months after the last preceding AGM.

3) Every general meeting, other than an AGM, is a special general meeting.

3.2 1) The Board may, when it deems fit, convene a special general meeting.

2) The Board, on receipt of a requisition that complies with section 75 of the Act, must convene a special general meeting without delay.

Part 4 - Notice to Members

4.1 1) Notice of a general meeting must:

- a) specify the place, date and time of the meeting,
- b) include any special resolution to be proposed at the meeting, and
- c) be given to all members not less than 14 days before the meeting.

2) 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 proceedings at that meeting.

4.2 1) Notice of a general meeting must be given to:

- a) every member shown on the register of members on the day notice is given, and
- b) the auditor, if any.

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

4.3 A notice may be given to a member either personally, by mail, by fax, or by e-mail or other electronic means to the member at the member's address, e-mail address, or fax number, as shown in the register of members.

4.4 A member must promptly and in writing notify the Association of any change in the member's name, home address, e-mail address, or telephone numbers.

4.5 1) A notice sent by mail from the Association's business office is deemed to have been received:

- a) two days after being mailed, if to an address in Greater Vancouver Regional District, or
- b) five days after being mailed, if to any other address.

2) A notice sent by fax or e-mail is deemed to have been received 24 hours after being sent.

Part 5 - Proceedings at General Meetings

5.1 1) The business at an AGM is:

- a) the adoption of rules of order, if required,
- b) minutes of the last AGM and any intervening general meetings,
- c) the report of the Board,
- d) adoption of the financial statements,
- e) the report of the auditor, if any,
- f) appointment of the auditor, if any,
- g) election of directors,

- h) resolutions, if any, and
 - i) the other business that, under these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.
- 2) The business at a special general meeting is limited to:
 - a) adoption of rules of order, if required, and
 - b) that set out in a requisition under bylaw 3.2 (2), if applicable, and
 - c) that determined by the Board under bylaw 3.2 (1).
- 5.2**
 - 1) Quorum at a general meeting is not less than 20 Members present in person or by authorized representative.
 - 2) No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.
 - 3) If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 5.3** If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it stands adjourned to a time and place determined by the chair, but not less than seven days later. If, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum. Notice of a meeting adjourned under this bylaw need not be given to members not present.
- 5.4**
 - 1) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - 2) When a general meeting is adjourned for more than fourteen days, notice of the adjourned meeting must be given as for the original meeting.
 - 3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 5.5**
 - 1) The President must chair each general meeting. If the President is not present, able, or willing to be chair, the First Vice-President must chair the meeting. If neither of the President or the First Vice-President is present, able or willing to be chair, the meeting must elect one of the other directors who is present to chair the meeting.
 - 2) If none of the directors is present, or able or willing to chair a general meeting, then the meeting must elect a member who is present to be chair.
- 5.6**
 - 1) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.
 - 2) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the resolution fails.
- 5.7**
 - 1) A question, resolution or motion that arises, is moved, or is proposed at a general

meeting must be decided by a simple majority, except where otherwise required.

2) Voting is by show of hands, except:

- a) where otherwise required, or
- b) when a secret ballot is requested before a vote is taken, by a majority of members present, on a show of hands.

3) A member who is present in person or where applicable by authorized representative has the right to vote, and in the case of Individual, Institutional and Affiliate Members, the member must also be in good standing.

4) Proxy voting is prohibited.

5.8 Subject to the Act and these bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order may be used.

Part 6 – Board of Directors

6.1 1) The Board may exercise all the powers and do all the acts and things that the Association may exercise and do, and which are not by the bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in a general meeting, but subject to:

- a) all laws affecting the Association,
- b) the constitution and the bylaws, and
- c) rules, not being inconsistent with these bylaws, that are made from time to time by the Association to govern proceedings at general meetings.

2) A rule made by the Association in a general meeting does not invalidate a prior act of the Board that would have been valid had that rule not been made.

6.2 1) The directors are:

- a) The President, First Vice-President, Second Vice-President, Secretary, and Treasurer, who are the Elected Officers,
- b) The Past-President, who is that person who most recently was but who no longer is President, and
- c) A number of directors determined by ordinary resolution at the AGM.

2) A director has a normal term of office of two years, beginning at the adjournment of the AGM at which the director is elected, and ending at the adjournment of the AGM two years later.

3) One half of the directors, or so nearly to one half as is required, must be elected at the AGM, so that at the adjournment of the meeting:

- a) One half of the directors, or so nearly to one half as is reasonably practicable, have remaining terms of one year, and
- b) One half of the directors, or so nearly to one half as is reasonably practicable, have remaining terms of two years.

A director may be elected to a term of one year so as to comply with this bylaw.

- 4) A separate election must be held for each Elected Officer.
- 5) In an election of directors at large, each member who has the right to vote has a number of votes equal to the number of positions to be filled, but must not cast more than one vote for a candidate. Those candidates who receive the greater number of votes are elected for the longer terms.
- 6) An election must be by secret ballot, unless the members present unanimously agree that the election be by show of hands, or the number of candidates is fewer than or equal to the number of positions to be filled, in which case the candidates must be declared to be elected.
- 7) A nominee for election as President must have been a director for not less than one year in the ten years immediately preceding the date of the election.
- 8) A person who has been an Elected Officer for four consecutive years ceases to hold that office, but if no candidate has been nominated for election to fill the position, the Elected Officer may be elected for a single additional term of one year.

6.3

- 1) The Board may:
 - a) appoint a nominations committee to nominate, and solicit the nomination of, candidates for election as directors and officers,
 - b) set dates for a call for nominations and for the close of nominations, and
 - c) determine reasonable processes for nominations and elections.
- 2) A candidate must consent to the nomination, and be nominated by:
 - a) Any two members,
 - b) The nominations committee, or
 - c) The Board.
- 3) A director, and a nominee for election as a director must:
 - a) be an Individual Member, and Honourary Member, or the authorized representative of an Institutional or Affiliate Member, and in either case be in good standing, and
 - b) not be disqualified from being a director of a society under section 44(3) of the Act.
- 4) Nominations for the Elected Officers at the AGM are prohibited, unless there is no candidate nominated for an office.

6.4

- A director ceases to be a director on:
- a) the end of the director's term of office, unless the director is re-elected,
 - b) resigning in writing,
 - c) ceasing to be a member in good standing,
 - d) death,
 - e) becoming subject to bylaw 6.2 (8),
 - f) becoming unable to perform the duties of a director due to physical or mental disability, or

g) failing to attend three meetings of the Board in one year without the consent of the Board, which consent must not unreasonably be withheld.

- 6.5** No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 6.2 (1).
- 6.6** The members may by special resolution remove a director before the expiration of the director's term of office, and elect a successor to complete the term of office.
- 6.7** 1) The Board may appoint a member who is qualified under bylaw 6.2 (3) as a director, to fill a vacancy in the Board.
- 2) A director so appointed holds office only until the adjournment of the next AGM, but may be re-elected at that meeting.

Part 7 - Proceedings of the Board

- 7.1** 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.
- 2) Quorum at a meeting of the Board is five directors present.
- 3) A meeting of the Board may be called by:
- a) the President, or
 - b) any three directors, or
 - c) resolution of the Board.
- 4) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by mail, courier, e-mail, fax, or other electronic means, or delivered by hand. Notice of a meeting of the Board must be given not less than seven days before the meeting, unless notice is waived by all directors.
- 7.2** When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.
- 7.3** A director may waive in writing notice of a meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:
- a) no notice of meetings of the Board need be sent to that director, and
 - b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.
- 7.4** 1) Except where otherwise required, a question, resolution or motion that arises, is moved, or proposed at a meeting of the Board must be decided by a simple majority of the votes.
- 2) A resolution proposed at a meeting of the Board need not be seconded, and the chair of such a meeting may move or propose a resolution.
- 3) In the case of an equality of votes at a meeting of the Board, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the motion or resolution is defeated.
- 7.5** A resolution in writing, signed by all the directors and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.

- 7.6** 1) The Board may as it thinks fit delegate any, but not all, of its powers to committees, and determine the name, members, chair, duties, authority, and responsibility of each committee.
- 2) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the next meeting of the Board held after it has been done.
- 3) Subject to a resolution of the Board, a committee may meet and determine its procedures as it deems fit.
- 7.7** 1) The Elected Officers are the President, First Vice-President, Second Vice-President, Secretary, Treasurer, and Executive Director (if any), who, acting as a body, are the Executive Committee.
- 2) The Executive Committee may manage or supervise the management of the business of the Association between meetings of the Board, subject to the bylaws and to resolutions of the Board.
- 7.8** Subject to the Act and these bylaws, the Board may adopt rules of order, but if it does not do so then the most recent edition of Robert's Rules of Order may be used.

Part 8 – Directors' Duties, Conflicts & Indemnification

- 8.1** 1) A director must:
- a) act honestly and in good faith and in the best interests of the Society, and
 - b) exercise the care, diligence and skill of a reasonably prudent person,
- in exercising the powers and performing the functions of a director.
- 2) The requirements of this bylaw are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of a Society.
- 8.2** Nothing in a contract, the constitution or bylaws, or the circumstances of a director's appointment, relieves a director from:
- a) the duty to act in accordance with the Act and the regulations, or
 - b) a liability that by a rule of law would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society.
- 8.3** A director who is, directly or indirectly, interested in a proposed contract or transaction with the Society must disclose fully and promptly the nature and extent of the interest to each of the other directors.
- 8.4** 1) A director referred to in bylaw 8.3 must account to the Society for profit made as a consequence of the Society entering into or performing the proposed contract or transaction:
- a) unless:
 - i) the director discloses the interest as required by bylaw 8.3,
 - ii) after the disclosure the proposed contract or transaction is approved by the directors, and

iii) the director abstains from voting on the approval of the proposed contract or transaction, or

b) unless:

i) the contract or transaction was reasonable and fair to the Society at the time it was entered into, and

ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.

2) A director referred to in bylaw 8.3 must not be counted in the quorum at a meeting of the directors at which the proposed contract or transaction is approved.

8.5 The fact that a director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Society does not make the contract or transaction void, but, if the matters referred to in bylaw 8.4(1)(a) or (b) have not occurred, the court may, on the application of the Society or an interested person, do any of the following:

a) prohibit the Society from entering into the proposed contract or transaction,

b) set aside the contract or transaction, or

c) make any order that it considers appropriate.

8.6 Subject to court approval, the Society must indemnify a director or former director of the Society, and a director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the director, in a civil, criminal or administrative action or proceeding to which the director is made a party because of being or having been a director, including an action brought by the Society, if:

a) the director acted honestly and in good faith with a view to the best interests of the Society, and

b) in the case of a criminal or administrative action or proceeding, the director had reasonable grounds for believing the director's conduct was lawful.

Part 9 – Officers

9.1 1) If the President, First Vice-President, Second Vice-President, Secretary or Treasurer ceases to hold office between AGMs, the Board may elect a director to take the place of that person.

2) The President, First Vice-President, Second Vice-President, Secretary or Treasurer ceases to hold office on:

a) the end of the officer's term of office,

b) resignation, or

c) ceasing to be a director under bylaw 6.3.

9.2 The President:

a) chairs all general meetings, and meetings of the Board and of the Executive Committee,

b) represents the Association to the public, news media, governments, and others,

- c) is the chief executive officer of the Association, unless one is appointed under bylaw 9.6,
 - d) supervises the directors and the other officers in the execution of their duties, and
 - e) has the responsibility and authority generally pertaining to the office of President, subject to any limitations imposed by the bylaws and by resolution of the Board.
- 9.3** The First Vice-President, in the President's absence or inability to act, must perform the duties of the President.
- 9.4** The Secretary makes the necessary arrangements for the:
- a) issuing of notice and minute-taking of meetings of the Association and the Board,
 - b) the conduct of the correspondence of the Association,
 - c) has custody of all Official Records and documents of the Association except those required to be kept by the Treasurer,
 - d) custody of the common seal of the Association, if any, and
 - e) maintain the register of members.
- 9.5** The Treasurer must makes the necessary arrangements for:
- a) the keeping of the financial records, including books of account, necessary to comply with the Act, and
 - b) the rendering of financial statements to the Board, members, and others when required.
- 9.6** 1) The Board may appoint an Executive Director, and set the remuneration and terms and conditions of employment of that person.

Part 10 – Finance

- 10.1** 1) In order to carry out the purposes of the Association the Board may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in such manner as it decides and in particular but without limiting the generality of the foregoing, by the issue of debentures. .
- 2) The members may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next AGM.
- 10.2** The Association must invest its funds as determined by the Board, subject to the Board exercising the judgment and care, under the circumstances then prevailing, which persons of prudence, character and intelligence exercise in the management of their own affairs.
- 10.3** The official records of the Society pursuant to s. 20(1) of the *Act* will be open to the inspection of the Members. The Board of the Association will establish procedures for the inspection of all official records. Members, directors and other persons do not have the right to inspect any other official record of the Society, including the Director's meeting minutes and financial records, without the Board's approval at their sole discretion.
- 10.4** The Board must determine by resolution:

- a) The fiscal year of the Association, and
 - b) The signing officers.
- 10.5** The Board may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place, and may by resolution prescribe the conditions for use of the seal.

Part 11 – Auditor

- 11.1** This Part applies only where the Association is required or has resolved to have an auditor.
- 11.2** At each AGM the Association may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM, and determine the terms of engagement of the auditor.
- 11.3** An auditor may be removed by ordinary resolution.
- 11.4** An auditor must be promptly informed in writing of appointment or removal.
- 11.5** A director, member or employee of the Association must not be auditor.
- 11.6** The auditor may attend general meetings.
- 11.7** The Board must fill all vacancies arising in the office of auditor between AGMs.

Part 12- Previous Constitutional Provisions

- 12.1** A director must not be remunerated for acting as a director, but a director may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Association. This clause was previously unalterable.
- 12.2.** The Association shall be carried on without purpose of gain for its members and any profits or other accretions to the Association shall be used for promoting its objects. This clause was previously unalterable.
- 12.3.** In the event of the winding up or dissolution of the Association, any funds of the Association remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organizations concerned with social problems or organizations promoting the same objects as this Association, as may be determined by the members of the Association at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization; provided that such organization referred to in this paragraph shall be a charitable organization, a charitable corporation or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the “Income Tax Act” of Canada from time to time in effect. This clause was previously unalterable.