


CAROL PREST

Bylaws of the Canadian Celiac Association British Columbia

Part 1 — Interpretation

1. Definitions

(1) In these bylaws, unless the context otherwise requires:

“**Board**” means the Directors of the Society

“**CCA**” means the Canadian Celiac Association

“**CCA BC**” means the Canadian Celiac Association British Columbia

“**Director**” means a Director of the Society for the current term

“**Honorary Member**” means an individual designated by the Board to be provided with a membership at no cost.

“**Member Chapter**” shall mean a chapter which has been accepted for membership in the CCA under the Canada Corporations Act and this bylaw, which is in good standing with the CCA, and which has signed affiliation and resolution documents

“**Member**” or similar terms shall mean a person who is a member of the Canadian Celiac Association British Columbia (CCA BC)

“**National Association**” means the CCA, the National Office for all the Member Chapters of the Association

“**Nomination Committee**” means a committee formed by the Board of Directors for the purpose of identifying, reviewing and recommending Board of Director member applicants.

“**Society**” means the CCA BC

“**Society Act**” means the *Society Act* of British Columbia from time to time in force and all amendments to it

“**Registered member’s address**” means the member's address as recorded in the register of members

(2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 — Membership

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members of the Society, in accordance with these bylaws, and in either case, have not ceased to be members.
4. A person may apply to the CCA BC for membership in the Society, and on acceptance by the Membership Director, becomes a member. Honorary members, if any, may be appointed by the Board for a term, to be specified at the time of appointment **and reviewed annually after the AGM**. Membership in the Society is open to all persons who support the goals of the society, who complete the application form, and pay administration fees, if any, as indicated on the membership form. Member administration fees shall be set by the Board.
5. Every member of the Society must uphold the constitution and comply with these bylaws.
6. The amount of the first annual membership administration fee, and after that, the annual membership administration fee, if any, must be determined by the Board of the Society.
7. A person ceases to be a member of the Society
 - (1) By delivering his or her resignation in writing or by personal email to the Society,
 - (2) On his or her death or, in the case of a corporation, on dissolution
 - (3) On being expelled, or
 - (4) By becoming a member not in good standing as defined by the Society or
 - (5) **Failing to remit the annual membership administration fee.**
8. Expelling a Member
 - (1) The Board of Directors may investigate any member who, in the opinion of the Board, is willfully disobeying any of the bylaws, or is guilty of any conduct rendering him or her unacceptable as a member of the Society. If the Board thinks it is necessary, they may recommend that such member be expelled from the Society; provided they give notice to the member in writing to his or her last known address of a date, time and place at which the member may appear before the Board to bring forward their defense. A member may be expelled by a special resolution of the members passed at a general meeting. The Board shall include a statement of the defense, if any, in its recommendation to expel the member.
 - (2) The notice of special resolution for expulsion must be accompanied by a

brief statement of the reasons for the proposed expulsion.

- (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote. A member expelled in accordance with this bylaw shall have no claim on the property of the Society.
9. All members are in good standing except a member who has failed to pay his or her current annual membership administration fee, or any other subscription or debt due and owing by the member to the CCA BC. The member is not in good standing so long as the debt remains unpaid.

Part 3 — Meetings of Members

10. General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the Directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The Directors may, when they think fit, convene an extraordinary general meeting.
13. (1) Notice of a general meeting must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.
(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 that meeting.
14. The annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 — Proceedings at General Meetings

All business conducted at an annual general meeting includes:

15. Special business is
 - (1) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (2) all business conducted at an annual general meeting, except the following:
 - i. the adoption of rules of order;
 - ii. the consideration of the financial statements;
 - iii. the report of the Directors;
 - iv. the report of the auditor, if any;

- v. the election of Directors;
- vi. the appointment of the auditor, if required;
- vii. the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.

16. (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is 10 members present or a greater number that the members may determine at a general meeting.

17. 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 must stand adjourned until it can be rescheduled with adequate notice given to members. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present subsequently constitute a quorum.

18. Subject to bylaw 19, the President of the Society, the Vice President or, in the absence of both, one of the other Directors present, must preside as chair of a general meeting.

19. If at a general meeting

(1) there is no President, Vice President or other Director present within 15 minutes after the time appointed for holding the meeting, or

(2) the President and all the other Directors present are unwilling to act as the chair,

the members present must choose one of their number to be the chair.

20. (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of 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 conducted at an adjourned general meeting.

21. (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
(2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution does not pass.
22. (1) A member in good standing present at a meeting of members is entitled to one vote.
(2) Voting is by show of hands or show of voting cards.
(3) Voting by proxy is not permitted.

Part 5 — Directors and Officers

23. (1) The Directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject nevertheless to
 - (a) all laws affecting the society,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
(2) A rule made by the society in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.
24. (1) The President, Vice President, Secretary, Treasurer and one or more other persons are the Directors of the Society.
(2) The number of Directors must be 5 or a greater number determined from time to time at a general meeting.
(3) An election may be by acclamation by show of hands or voting cards.
(4) If a successor is not elected, the person previously elected or appointed can continue to hold office.
25. (1) **Based on the recommendation of the Nominations Committee**, the Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors.
(2) **Based on the recommendation of the Nominations Committee, the Directors may during the year appoint a new Director(s).**
(3) A Director so appointed holds office only until the conclusion of the next annual general meeting of the Society but is eligible for re-election at the meeting.
26. (1) If a Director resigns his or her office or otherwise ceases to hold office, the

remaining Directors may appoint a member to take the place of the former Director, **based on the recommendation of the Nominations Committee.**

(2) An act or proceeding of the Directors is not invalid merely because there is less than the prescribed number of Directors in office.

27. REMOVED due to changes in National membership structure.

28. A Director must not be remunerated for being or acting as a Director, but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

Part 6 — Proceedings of Directors

29. (1) The Directors may meet at the places they think fit to conduct business and adjourn and otherwise regulate their meetings and proceedings as they see fit.

(2) The Directors may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is the majority of the Directors then in office.

(3) The President is the 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, the Vice President must act as chair. If neither is present, the Directors present may choose one of their number to be the chair at that meeting.

(4) A Director may at any time, and the Secretary on the request of a Director, convene a meeting of the Directors.

(5) Any form of media acceptable to the Directors is considered a means of communication between the Directors to pass meeting minutes and make minor decisions in the time between meetings.

30. (1) The Directors may delegate any, but not all, of their powers to committees consisting of the Director or Directors as they see fit.

(2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.

31. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their number to be the chair of the meeting.

32. The members of a committee may meet and adjourn as they think proper.

33. For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Directors 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 constituted, if a quorum of the Directors is present.

34. A Director who may be absent temporarily from their position may send or deliver to the address of the society a waiver of notice, which may be by letter or email, Director and may at any time withdraw the waiver. Until the waiver is withdrawn,
- (1) a notice of meeting of Directors is not required to be sent to that Director, and
 - (2) any and all meetings of the Directors of the society, notice of which has not been given to that Director, where a quorum of the Directors is present, are valid and effective.
35. (1) Questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.
36. A resolution proposed at a meeting of Directors or committee of Directors need not be seconded, and the chair of a meeting may move or propose a resolution.
37. A resolution in writing, signed by all the Directors and documented within the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

Part 7 — Duties of Officers

38. (1) The President presides at all meetings of the society and of the Directors.
- (2) The President is the chief executive officer of the Society and must supervise the other officers in the execution of their duties.
39. The Vice President must carry out the duties of the President during the President's absence.
40. The Secretary must:
- (1) Conduct the correspondence of the Society;
 - (2) Issue notices of meetings of the Society and Directors;
 - (3) Keep minutes of all meetings of the Society and Directors;
 - (4) Have custody of all records and documents of the Society, except those required to be kept by the Treasurer;
 - (5) Have custody of the common seal of the Society;
41. The Treasurer must:
- (1) Keep the financial records, including books of account, necessary to comply with the *Society Act*, and
 - (2) Render financial statements to the Directors, members, and others when required.
42. The membership coordinator must:
- (1) Maintain the register of members.

43. (1) The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary Treasurer.
(2) If a Secretary Treasurer holds office, the total number of Directors must not be less than 5 or the greater number that may have been determined under bylaw 24 (2).
44. In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary at the meeting.

Part 8 – Elections

Term of Office:

45. The term of office for all Directors of the CCA BC is one year.

Time of Elections:

46. Elections shall occur each calendar year at the AGM.

Eligibility for President:

47. A person elected as President must have served at least one year on the Board of Directors. A Past President may be elected to the Board to fill the Vice President, Treasurer, Secretary, Membership Director or Director at Large positions as an alternative to this recommendation.

Part 9 — Seal

48. The Directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
49. The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the President and Secretary or President and Secretary Treasurer.

Part 10 — Borrowing

50. In order to carry out the purposes of the society, the Directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and in particular but without limiting that power, by the issue of debentures.
51. A debenture must not be issued without the authorization of a special resolution.
52. The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

Part 11 — Auditor

53. This Part applies only if the society is required or has resolved to have an auditor.
54. The first auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of auditor.
55. At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
56. An auditor may be removed by ordinary resolution.
57. An auditor must be promptly informed in writing of the auditor's appointment or removal.
58. A Director or employee of the society must not be its auditor.
59. The auditor may attend general meetings.

Part 12 — Notices to Members

60. A notice may be given to a member either personally, by mail, or email at the member's registered address or email address.
61. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
62. A notice sent by email is deemed to have been sent when it leaves the mailbox of the sender and is not returned as undeliverable.
63. (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 Part 11 applies.(2) No other person is entitled to receive a notice of a general meeting.

Part 13 — Bylaws

64. On being admitted to membership, each member, and the society if requested, must be given, without charge, a copy of the constitution and bylaws of the society.
65. These bylaws must not be altered or added except by special resolution.
66. Nothing contained in this bylaw shall be construed or applied so as to effect any change in the Constitution with respect to matters contained therein.

Part 14 — Dissolution

67. Upon dissolution, the Board will determine where funds under their care will be donated and the Board will be responsible for disbursement. The disbursement must follow the rules as set out by the *Society Act* and the Canada Revenue Agency.

End of Bylaw