

# SOCIETY ACT

Bylaws of

## **Skills Canada - British Columbia Chapter**

Certificate of Incorporation No. S-0032520

As amended November 02, 2005

### **Constitution**

1. The name of the society is Skills Canada – **British Columbia Chapter**.
2. The purposes of the society are to research issues related to basic or generic skills for industry; to promote education that supports good trade skills; to build strong linkages between education and industry; and to promote access to resources where such need exists.
3. Upon winding up or dissolution of the society, the assets which remain after payment of all costs, charges, and expenses which are properly incurred in the winding up shall be distributed to such charitable organization or organizations in British Columbia having similar charitable purposes. This provision shall be unalterable.

### **Bylaws**

#### Part 1 - Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
  - (a) "directors" means the directors of the society;
  - (b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - (c) "registered address" of a member means the members 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 in accordance with these by-laws and in either case, have not ceased to be members.

4. A person may apply to the directors for membership in the society and upon such nomination and application being received and approved, the person shall be a member of the society.

5. Every member shall uphold the constitution and comply with these bylaws.

6. The annual membership dues of the society is ten dollars (\$10).

7. A person shall cease to be a member of the society:

(a) by delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society, or

(b) on his death; or

(c) on being expelled, or

(d) on not having been a member in good standing for 12 consecutive months.

(e) non payment of annual dues.

8. (1) A member may be expelled by a special resolution of the members passed at a general meeting.

(2) The notice of special resolution for expulsion shall be accompanied

by a brief statement of the reason or reasons for the proposed expulsion.

- (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the society. He is not in good standing so long as the debt remains unpaid.

### Part 3 – Meetings of Members

10. General meetings of the society shall 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 majority of the directors may, when they think fit, convene an extraordinary general meeting.
13. (1) Notice of a general meeting shall specify the place, day and hour of 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 first annual general meeting of the society shall be held not more than 15 months after the date of incorporation. After that an annual general meeting shall 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

15. Special business is
  - (a) all business at an extraordinary general meeting except the adoption of rules of order, and
  - (b) all business transacted at an annual general meeting, except:
    - (i) the adoption of rules of order;
    - (ii) the consideration of the financial statements;
    - (iii) the reports of the directors;
    - (iv) the report of the auditor, if any;
    - (v) the election of directors;
    - (vi) the appointment of the auditor, if required; and
    - (viii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
16.
  - (1) No business, other than the election of a chair and the adjournment or termination of the meeting, shall 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 shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  - (3) A quorum is 3 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, shall be terminated. In any other case, it shall stand adjourned to the same day in the next week at the same time and place, and 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.
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, or a person appointed by the directors to act as chair, shall preside as chair of a general meeting.

19. If at a general meeting
  - (a) there is no president, other director or person appointed pursuant to Section 18 above, present within 15 minutes after the time appointed for holding the meeting; or
  - (b) the president and all the other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.
20.
  - (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted 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 shall 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 transacted at an adjourned general meeting.
21.
  - (1) A resolution proposed at a meeting must be seconded.
  - (2) In case of an equality of votes the chair shall not have a casting or second vote in addition to the vote to which the person in the chair may be entitled as a member and the proposed resolution shall 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 cards.
  - (3) Voting by proxy is not permitted.
23. A corporate member may vote by its authorized representative who is entitled to speak and vote and in all other respects exercise the rights of a member. That representative shall be reckoned as a member for all purposes with respect to a meeting of the society.

Part 5 – Directors and Officers

24. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting but subject, nevertheless, to
- (a) all laws affecting the society,
  - (b) these bylaws; and
  - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
- (2) No rule made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
25. (1) The board executive (president, vice president, secretary, treasurer, past president) and one or more other persons shall be the directors of the society *by* virtue of office. The other persons shall consist of directors representing the following: business, labour, education and government, and shall hold the title of "Director".
- (2) The number of directors shall be 5 or such greater number as determined from time to time at a general meeting.
- (3) The signing authorities for banking purposes shall be the president, vice-president, secretary, treasurer (or secretary/treasurer if combined), and the Executive Director (as authorized by the Board of Directors).
26. (1) The directors shall retire from office at the general meeting occurring in the year their term of office expires, at which meeting their successors shall be elected. The term of office shall be two years.

- (2) The past-president is appointed by virtue of retirement from the office of president and shall serve until replaced by the successor elected president retiring from office.
  - (3) A director must have served a minimum of one term on the executive of the board before being eligible for the nomination of president.
  - (4) Separate elections shall be held for each office to be filled.
  - (5) An election may be by acclamation, otherwise it shall be by ballot.
  - (6) If no successor is elected the person previously elected or appointed continues to hold office.
27. (1) 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) A director so appointed holds office only until the conclusion of the following annual general meeting of the society, but is eligible for re-election at the meeting.
28. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a person to take the place of the former director.
- (2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed numbers of directors in office.
29. The members may by special resolution remove a director before the expiration of that members' term of office and may elect a successor to complete the term of office.
30. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by that member while engaged in the affairs of the society.

## Part 6 – Proceedings of Directors

31. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
  - (2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.
  - (3) 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, the vice president shall act as chair. If neither the president nor any vice president is present the directors present may choose one of their number to be chair at that meeting. Notwithstanding the foregoing, the Board of Directors may appoint any person they see fit to act as chairman for the purpose of presiding over meetings.
  - (4) A director shall at any time, and the secretary/treasurer on the request of a director, convene a meeting of the directors.
32. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
  - (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
33. A committee shall elect a chair of its meetings. 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 shall choose one of their number to be chair of the meeting.
34. The members of a committee may meet and adjourn as they think proper.
35. 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.

36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, facsimile, or e-mail, or any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
- (a) no notice of meeting of directors shall be sent to that director; and
  - (b) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
37. (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
- (2) In case of an equality of votes the chair shall not have a second or deciding vote.
38. A resolution proposed at a meeting of directors or committee of directors shall be seconded before it is considered or debated.
39. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

#### Part 7 – Duties of Officers

40. (1) The president shall preside at all meetings of the society and of the directors.
- (2) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.

41. The vice president shall carry out the duties of the president in the absence of the president.
42. The secretary shall insure that the Executive Director performs the following duties:
  - (a) conduct the correspondence of the society;
  - (b) issue notices of meetings of the society and directors;
  - (c) keep minutes of all meetings of the society and directors;
  - (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
  - (e) have custody of the common seal of the society; and
  - (f) maintain the register of members.
43. The treasurer shall insure that the Executive Director performs the following duties:
  - (a) keep the financial records, including books of account necessary to comply with the Society Act, and
  - (b) render financial statements to the directors, members and others when required.
44.
  - (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary/treasurer.
  - (2) When a secretary/treasurer holds office the total number of directors shall not be less than five (5) or the greater number that may be determined under bylaw 25(2).
45. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8 - Seal

46. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

47. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the Executive Director and one of the following:
- a) President
  - b) Secretary (or Secretary/Treasurer)

#### Part 9 - Borrowing

48. 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 the foregoing, by the issue of debentures.
49. No debenture shall be issued without the sanction of a special resolution.
50. 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 10 - Auditor

51. This part applies only where the society is required or has resolved to have an auditor.
52. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
53. At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
54. An auditor may be removed by ordinary resolution.

55. An auditor shall be promptly informed in writing of appointment or removal.
56. No director and no employee of the society shall be auditor.
57. The auditor may attend general meetings.

#### Part 11 – Notices to Members

58. A notice may be given to a member, either personally, by mail to the members registered address, by facsimile or e-mail address as supplied by the member.
59. A notice sent by mail shall be deemed to have been given on the second day following that 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.
60. (1) Notice of a general meeting shall be given to
  - (a) every member shown on the register of members on the day notice is given; and
  - (b) the auditor, if Part 10 applies.(2) No other person is entitled to receive a notice of general meeting.

#### Part 12 - Bylaws

61. On being admitted to membership, each member is entitled to, and the society shall give him without charge, a copy of the constitution and bylaws of the society.

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