

COAST

WASTE MANAGEMENT ASSOCIATION

Coast Waste Management Association ~~Society~~
British Columbia Society Number S-34775

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BYLAWS

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1 ACHIEVEMENT OF PURPOSE

Coast Waste Management Association (CWMA) achieves its Purpose of:

- (a) **Providing environmental leadership** by:
 - (i) promoting local solutions to waste management through the reduction, re-use, and recycling of waste materials;
 - (ii) fostering and facilitating the sharing of knowledge and information to and between groups and individuals interested in environmental sustainability;
 - (iii) facilitating and promoting communication between local governments, First Nations, business, non- government organizations, and the Provincial and Federal governments regarding the management of waste;
 - (iv) conducting research into areas such as domestic and industrial uses and markets for secondary resource materials, and systems for the extraction and use of waste materials;
 - (v) consulting with government, industry, and others on initiatives for environmental sustainability;
 - (vi) representing the industry when dealing with legislators and policy-makers;
 - (vii) advocating for and promoting environmental sustainability; and
 - (viii) cooperating and communicating with organizations having similar purposes.
- (b) **Providing Best Practices** by:
 - (i) providing members with relevant and timely information on environmental sustainability;
 - (ii) seeking and supporting local solutions providing forums to advance discussions on environmental sustainability;
 - (iii) offering networking and educational opportunities to members;
 - (iv) promoting effective environmental and waste management practices;
 - (v) assisting with current and promoting new waste reduction and environmental opportunities and endeavours; and
 - (vi) advising members on procedures compatible with environmental sustainability, and financial, funding, and business systems.

2 INTERPRETATION

2.1 DEFINITIONS

The definitions in the *Societies Act*, as these may be changed from time to time, apply to these bylaws.

The following definitions also apply:

“**Act**” or “**Societies Act**” means the *Societies Act* or any Act that replaces that Act.

“**annual report**” means the report that is sent to the Registrar within 30 days after the annual general meeting.

“**annual general meeting**” means an annual meeting of the members of the Association that the Association is required to convene under the *Societies Act*.

“**Association**” means the Coast Waste Management Association (CWMA).

“**Association of Vancouver Island and Coastal Communities (AVICC) area**” means the area within the boundaries of those regional districts which are members of the Association.

“**Board**” means the Board of Directors of the Association as appointed or elected in accordance with section 9.4 Nominations and Elections;

“**board report**” means the report given by the Chair at the AGM on behalf of the Board that provides accountability on the activities of the past year and that may reflect on what is anticipated in the next year.

“**board resolution**” means:

- (a) a resolution passed at a Board meeting by a simple majority of the votes; and
- (b) a resolution sent to all the Directors that is consented to by a simple majority of the Directors (see Consent Resolution).

“**bylaws**” means these Bylaws and any changes that are approved by the Members and submitted to the Registrar.

“**casual vacancy**” means a vacancy on the Board as a result of a director resigning, being deemed to have resigned, or dying.

“**Chair**” means the person elected by the Board to chair the Board of Directors.

“**consent resolution**” means a resolution that is sent in writing to all Directors and that is consented to (approved in a vote) in writing by a simple majority the directors without a meeting.

“**constitution**” means the Constitution of the Society filed with the Registrar and any changes that are approved by the Members and submitted to the Registrar.

“**court**” means the Supreme Court of British Columbia.

“**Directors**” means the Directors of the Association as they may be elected or appointed from time to time;

“**environmental sustainability**” means any actions with respect to waste management, recycling including the prevention and reduction of pre- and post-consumer waste, and pollution.

“**general meeting**” means a meeting of the Members. There are two types of general meetings: annual general meetings and special general meetings.

“**mailing address**” means the registered office mailing address as set out in the Association’s statement of directors and registered office.

“**material**” means in the context of:

- (a) discussing an issue, information that could alter the discussion and / or the decision;

- (b) accounting records, information that could alter the financial statements such that a reasonable person might notice the difference;
- (c) preparing a review of the financial position, information that could noticeably alter the report on the society's financial position and / or the results of its operations;
- (d) conflict of interest for a director, a position that would render the director incapable of objectively considering the issue or incapable of voting in the best interest of the society;
- (e) disclosure of a direct or indirect interest in a contract, transaction or matter, information that could affect the approval or rejection of a contract, transaction or matter

"**member**" means a person who becomes and remains a member of the Association in accordance with these bylaws.

"**member in good standing**" means a member who is not in default of any payment, including dues, to CWMA.

"**Officer**" means any director who is elected by the Board at the first board meeting following the AGM to be the Chair, Vice-Chair, Treasurer, Secretary or Secretary-Treasurer.

"**ordinary resolution**" means a resolution that is:

- (a) passed in a general meeting by a simple majority of the votes cast in person or by advance voting; or
- (b) consented to in writing by simple majority of the voting members.

An ordinary resolution is sufficient unless the legislation or bylaws specify otherwise.

"**quorum**" means the minimum number of directors required to transact business at a board meeting (see section 10.3.3 Quorum) or the minimum number of members required to transact business at a general meeting (see section 8.2 Quorum).

"**registered address**" of the member means his or her address as recorded in the register of members.

"**Register of Directors**" means the list of the directors including their names and contact information.

"**registrar**" means the Registrar of Companies of the Province of British Columbia.

"**Societies Act**" see Act above.

"**special business**" means:

- (a) any business conducted at an Annual General Meeting except adopting the rules of order, considering the financial statements, hearing the Board report and electing the directors; and
- (b) any business conducted at a Special General Meeting except adopting the rules of order.

"**special general meeting**" means a meeting of the Association members that is called between annual general meetings in order to deal with urgent matters that require the members' approval.

“**special resolution**” means a resolution that is:

- (a) passed in a general meeting by at least 2/3 of the votes cast in person or by proxy or as an advance vote; or
- (b) consented to in writing, by fax, email or other electronic means by all voting members.

“**statement of directors and registered office**” means the statement filed with the Registrar that sets out:

- (a) the Directors’ full names and addresses; and
- (b) the Association’s delivery address and mailing address.

“**voting member**” means a person who is in a class of membership that has voting rights.

2.2 AMENDMENTS

The members may amend the constitution and these bylaws:

- (a) at a duly called general meeting; and
- (b) by special resolution.

The alteration takes effect when the change is filed with the Registrar.

2.3 GRAMMAR

If a word is used in the singular, where it makes sense, it also means the plural.

Where reference is made to one gender, it includes all genders as well as corporations.

2.4 TABLE OF CONTENTS AND HEADINGS

- (a) have been inserted for convenience and reference only;
- (b) do not form part of the content of these bylaws; and
- (c) are not intended to interpret, define or limit the scope, extent, or intent of these bylaws.

3 REGISTERED OFFICE

CWMA’s registered office and mailing address is:

Registered Office: 1620 Michelle Place Victoria BC V8N 2N2

Mailing address: Suite 109-1834C Oak Bay Avenue Victoria BC V8R 0A4

The members can change the registered and / or mailing address by:

- (a) filing the change with the Registrar; or
- (b) including the change in the annual report filed with the Registrar.

The change becomes effective the day after the new information has been filed.

4 SOCIETY RECORDS

4.1 RECORDS TO BE KEPT

The Association will keep two kinds of records, those that:

- (a) relate to the formation of the society, from official bodies, and the composition of the society; and
- (b) relate to the operation of the society.

4.1.1 Records related to the Society's formation and structure

The Association must keep records related to its formation, registers of members and directors and records related to the Association as a whole:

- (a) the certificate of incorporation as a society;
- (b) certified copies from the Registrar of the:
 - (i) constitution;
 - (ii) bylaws;
 - (iii) statement of directors; and
 - (iv) statement of the Association's office;
- (c) copies of records from the registrar, other than in response to a request;
- (d) orders from any:
 - (i) court or tribunal, and
 - (ii) government body, agency or official;
- (e) the register of directors with their contact information;
- (f) consents to act as director, declarations of conflict of interest and resignations;
- (g) register of members, by classes of members with contact information;
- (h) the minutes of general meetings, including the text of each resolution passed; and
- (i) the financial statements.

4.1.2 Records of the Society's operations

The Association must keep records of its operations:

- (a) the minutes of each meeting of directors, including
 - (i) a list of the directors present, and
 - (ii) the text of each resolution passed at the meeting
- (b) a copy of each consent resolution and a copy of each of the consents;
- (c) accounting records of each transaction that materially affected the financial position; and
- (d) financial review reports.

4.2 DISPOSAL OF RECORDS

The Association will dispose of records that:

- (a) were created or last altered more than 10 years previously; and
- (b) are no longer relevant to the activities or internal affairs of the Association.

4.3 LOCATION OF RECORDS

The Association will keep non-electronic and electronic records at the Association's registered office.

The Directors may approve other location(s) at which some or all of the records may be kept.

If there are records that are not kept at the registered office, the Association must have a written notice at the registered office showing the location(s) and the records that are stored there.

4.4 MAINTENANCE OF RECORDS

The Association will take reasonable precautions in preparing and keeping the records to:

- (a) keep the records in a complete state;
- (b) avoid loss, destruction or damage to the records;
- (c) prevent tampering with the records; and
- (d) make access simple, reliable and prompt.

4.5 INSPECTION OF RECORDS

The directors, members and other authorized persons must be able to inspect the books and records at all reasonable times.

4.5.1 Directors

Directors may, without charge, inspect any Association record in section 4.1 Records to be kept.

4.5.2 Members

Members may, without charge, inspect:

- (a) the records listed in section 4.1 Records to be kept;
- (b) Directors' disclosures of interest;
- (c) Board meeting minutes;
- (d) consent resolutions;
- (e) accounting records that affect the fiscal position; and
- (f) financial statements.

4.5.3 Public

The public does not have the right to view or have access to any documentation.

4.6 ACCESS TO THE RECORDS

The Association may set:

- (a) a reasonable period of notice; and
- (b) reasonable restrictions on the times for the inspection.

4.6.1 Access by members

Members who want to inspect the register of members must:

- (a) apply for access in writing;
- (b) state the applicant's name; and
- (c) state that the information obtained will only be used to:
 - (i) requisition or call a general meeting;
 - (ii) seek support for a member proposal; or
 - (iii) influence the voting of members.

The Association:

- (a) will provide members access to all documents that they are entitled to see;
- (b) may impose a reasonable period of notice;
- (c) may place reasonable restrictions on the times during which the member may inspect the documents; and
- (d) will do so without charge.

4.6.2 Provision / denial of access

The Board:

- (a) may restrict access if it considers the release may be harmful to the Association or one or more members;
- (b) will restrict access to the Directors' register unless the information will be used solely for the Association's activities or internal affairs; and
- (c) will provide access only if the information will be used for organizational purposes.

The Association will:

- (a) respond to requests for inspection within 14 days;
- (b) provide a member with a copy of the constitution, bylaws and most recent financial statements without charge; and
- (c) determine whether to charge a fee and set that fee in accordance with the Regulations.

4.7 INSPECTION OF THE REGISTER OF MEMBERS

The Board may, by resolution, restrict members' rights to inspect the register of members if they determine that inspection would be harmful to the society or to the interests of one or more of its members.

If the rights have been restricted, a member may apply in writing to the society to inspect the register of members. The application must:

- (a) include the applicant's name, and
- (b) confirmation that the information will only be used to:
 - (i) requisition or call a general meeting;
 - (ii) submit a Members' Proposal; or
 - (iii) influence the voting of members.

If the application is approved, the member may inspect the register without charge.

The Board may:

- (a) impose a reasonable period of notice; and
- (b) restrict the times during which the member may inspect the register of members.

Any member who inspects the register of directors can only use the information in connection with matters related to the Association's activities or internal affairs.

4.8 INSPECTION OF THE REGISTER OF DIRECTORS

The register of directors can only be used in connection with matters related to the Association's activities or internal affairs.

4.9 COPIES OF RECORDS

A person may request a copy of any document which they are entitled to access.

The Association:

- (a) may charge a fee unless these bylaws say that the person may receive the copy free of charge;
- (b) will provide the copy if any required fee is paid; and
- (c) will send the copy no later than 14 days after the request is received and any required fee has been paid.

4.10 DISTRIBUTION OF RECORDS

4.10.1 Sending of records

The Association will provide the records by:

- (a) email, fax or mail if the recipients provides that information;
- (b) pick-up at the registered office;
- (c) delivery, at cost to the recipient, to the address provided by recipient; or
- (d) any other manner agreed to by the parties.

4.10.2 Delivery and receipt of records

A record is considered to have been received at the beginning of the:

- (a) 3rd day after the record is delivered to the delivery address;
- (b) 5th day after the record is mailed; and

- (c) 3rd day after the record is emailed or faxed.

4.10.3 Records served

The Association may be served a record if it is delivered to the registered office or to a director.

5 FINANCE

5.1 FISCAL YEAR

The Fiscal Year is from January 1st to December 31st.

5.2 BANKING

All Association funds will be deposited to the credit of the Association in a financial institution that,

- (a) is regulated by the Superintendent of Financial Institutions;
- (b) carries on a banking business; and
- (c) is selected by the Board.

5.3 ACCOUNTS PAYABLE

5.3.1 Approval of payments

Any two of the Directors authorized by the Board must approve each payment from the bank account.

The Board may delegate the authority to accept payments and to move funds between Association accounts to the Senior Manager with the condition that such actions are approved by at least one of the authorized signatories to the accounts.

Payments may be made in physical or electronic form.

5.4 BORROWING POWERS

The Board may:

- (a) may raise or secure the payment or repayment of money in any manner;
- (b) may only issue a debenture, bond, note or other evidences of debt obligation:
 - (i) with the sanction of a special resolution of the members; and
 - (ii) if duly signed by at least one officer or director.

5.5 INVESTMENTS

The Board may:

- (c) invest Association funds in any investments it considers advisable; and
- (d) delegate the power to invest the funds on terms and conditions it considers appropriate.

5.6 FINANCIAL STATEMENTS

It is expected that the financial statements will be ready for Board approval within two months after the end of the fiscal year (i.e., the end of December).

It is, therefore, expected that the financial statements will be presented to the Board for approval prior to the AGM.

The Board must approve the financial statements before they are issued, published or distributed.

At each annual general meeting, the Board must present the following to the members:

- (a) the financial statement,
 - (i) beginning immediately after the end of the preceding financial year; and;
 - (ii) ending not more than six months before the annual general meeting at which the financial statements are presented; and
- (b) the financial review report on those financial statements.

The financial statement is not required to include any remuneration paid to a:

- (a) director for being a director, or for acting in another capacity, or
- (b) person(s) under contract.

5.6.1 Review of Accounts

The Association books and accounts may be reviewed annually by a financial company appointed by the Board.

6 MEMBERSHIP

6.1 DETERMINATION OF MEMBERS

The members of the Association are those persons who:

- (a) applied for the incorporation of the Association and who have not ceased to be members; and
- (b) have become members in accordance with the bylaws and have not ceased to be members.

6.2 MEMBERSHIP

There are two classes of members: members with voting rights and Honorary Members.

6.2.1 Voting membership

Voting members are from four classes:

- (a) regional districts, municipalities, provincial ministries, federal departments, First Nations, and other orders of government;
- (b) public institutions and non-profit organizations within the AVICC area whose purposes align with waste management;
- (c) corporations, firms or sole proprietorships involved in waste management operations within the AVICC area; and

- (d) stewardship agencies with an approved product stewardship plan registered with the BC Government.

6.2.2 Application for membership

Organizations listed in section 6.2.1 above may apply for membership.

The Board will:

- (a) consider all applications; and
- (b) determine if the activities of a non-profit organization are sufficiently associated with waste management to warrant membership.

The organization will become a member if:

- (a) the board has approved the membership application; and
- (b) all required dues have been paid.

Each organization:

- (a) must nominate only one representative to vote on its behalf; but
- (b) may notify the Association of any change in the representative from time to time.

6.2.3 Dues

The Board:

- (a) will determine dues payable by the members; and
- (b) may change the rate from time to time on an annual basis.

Dues are payable:

- (a) at a prorated rate upon becoming a member; and
- (b) annually thereafter on or before ~~January 15~~ of the year for which they are levied.

6.3 SUSPENDING OR ENDING A MEMBERSHIP

The Board will set the grounds for suspending, expelling a member and revoking a membership and may amend these from time to time.

6.3.1 Suspension

A membership may be suspended:

- (a) on grounds that the board considers appropriate.

The Board must give the member:

- (a) not less than 14 calendar days' written notice of the time and place of the Board meeting at which the vote on suspension is to be taken;
- (b) the reason(s) for the proposed suspension; and
- (c) the opportunity to speak to at the Board meeting and / or provide a written submission before the Board votes on the resolution to suspend.

6.3.2 Reinstating a membership

The Board may lift the suspension when the member:

- (a) has successfully completed a period of suspension; and / or

- (b) has paid all applicable fees and dues.

6.3.3 End of membership

Membership ends when the person or organization:

- (a) resigns in writing;
- (b) dies in the case of a person or, in the case of a corporation, on dissolution;
- (c) has not paid the annual dues by ~~January 15th~~ of the year;
- (d) has not been a member in good standing for 12 consecutive months; or
- (e) is expelled in accordance with these bylaws.

The Board may expel a member:

- (a) for such reasons as the Board may establish from time to time; or
- (b) for conduct which, in the Board's sole discretion, is inimical to the interests of the Association.

The Board will:

- (a) conduct a hearing with the intent to resolve any issues before recommending that the members consider expelling the member; and
- (b) recommend expulsion for consideration by the membership if resolution is not possible.

The Board will give the member:

- (a) not less than 14 calendar days' written notice of the time and place of the hearing by the board and if required, the general meeting at which the members will vote on the recommendation for expulsion;
- (b) the reason(s) for the proposed expulsion; and
- (c) the opportunity to speak to at the meeting and / or provide a written submission before the vote on the resolution.

The member:

- (a) may present a written statement (not to exceed 200 words) or may speak at the meeting; but
- (b) may not be present during the discussion or vote.

The Board / Members:

- (a) will vote by ballot on a motion to expel the member.

To pass, the motion at the general meeting requires a special resolution.

The Board may, at their discretion, consider a re-application for membership.

6.3.4 At termination of membership

Any money the member owes the Association when the membership ceases remains payable.

The member will not be refunded any part of the fees that have been paid.

7 INDEMNIFICATION

7.1 INDEMNIFICATION OF ELIGIBLE PARTIES

The Board may indemnify all directors and senior managers of the Association.

The indemnification can cover all expenses including costs, charges, legal and other fees, but does not include penalties.

Unless the court, on the application of the Association, approves the indemnification or payment of expense, the indemnification will not cover any expenses if the person:

- (a) did not act honestly and in good faith with a view to the best interests of the society; or
- (b) did not have reasonable grounds for believing that the conduct was lawful.

8 MEETINGS OF MEMBERS

8.1 ANNUAL GENERAL MEETING

The AGM must be held within six months of the end of the previous financial year.

8.1.1 Notice

The Board must give notice no more than 60 days and no less than 21 days in advance of the meeting.

The notice must state the:

- (a) meeting location;
- (b) time of the meeting;
- (c) agenda of the business to be transacted;
- (d) text of any special resolutions to be considered; and
- (e) text of any member proposal that is received in accordance with the requirements in Member proposals below.

8.1.2 Member proposals

Members may propose items to be included in the agenda if the proposal:

- (a) is submitted by a minimum of two voting Members;
- (b) includes the names and signatures of the members making the proposal;
- (c) includes one statement in support of the proposal to be included in the meeting notice; and
- (d) includes a description on the proposal that together with the statement for the notice does not exceed 200 words.

8.1.3 Meeting conduct

The following are considered to be ordinary business at the annual general meeting:

- (a) adoption of the rules of order;
- (b) consideration of the financial statements;

- (c) consideration of the directors' report;
- (d) business arising out of the directors' report that does not require a special resolution;
- (e) consideration of any financial review report; and
- (f) election of directors.

Any item proposed to be included in the agenda that is received after the notice has been sent must be approved for inclusion at the meeting.

With the exception of member proposals, new matters may be discussed but will be referred to the Board for consideration.

8.1.4 Order of business at the general meeting

The order of business is:

- (a) electing the chair if necessary;
- (b) determining that there is a quorum;
- (c) approving the agenda;
- (d) approving the minutes of the last general meeting; and
- (e) dealing with any unfinished business from the previous general meeting.

If the meeting is the annual general meeting, the business then continues with:

- (f) presenting the financial statements;
- (g) considering the financial review report;
- (h) receiving the directors' report on activities and decisions since the previous annual general meeting;
- (i) electing directors; and
- (j) appointing the person(s) to conduct a management review of the finances.

All general meetings conclude with:

- (k) dealing with any new business, including matters in the notice calling the meeting; and
- (l) adjourning the meeting.

8.1.5 Annual report

The Association must file an annual report with the Registrar no more than 30 days after each annual general meeting.

The annual report must include:

- (a) the date on which the annual general meeting was held;
- (b) any change of address for the office; and
- (c) the Register of Directors.

8.1.6 Other general meetings

8.1.6.1 Called by the board

The Board:

- (a) may call a (special) general meeting at any time;
- (b) must provide notice of the meeting at no more than 60 days before and no less than 14 days before the meeting;
- (c) must ensure that all voting members are sent notice of the meeting; and
- (d) may send the notice by email to those members who have provided such an address.

The proceedings at the meeting are still valid even if the Board accidentally omits to send the notice to a voting member or if the member does not receive the notice.

8.1.6.2 Requisitioned by members

Voting Members may ask that the Board call a general meeting.

The request:

- (a) must be made by at least two voting members;
- (b) must show the names and signatures of the members asking for the meeting on a single record or several records similar in form;
- (c) must state the business to be discussed in no more than 200 words, including any special resolutions to be considered;
- (d) must be delivered to the Association's registered address; and
- (e) must be sent to all directors.

The Board:

- (a) must call the meeting within 21 days of receiving the requisition or, failing to do so, the majority of the requisitionists may call the meeting;
- (b) must hold the meeting within no more than 60 days after receiving the requisition;
- (c) must send the notice in the same manner as if they had called the meeting; and
- (d) must conduct the meeting for the sole purpose stated in the requisition.

The Association will reimburse the requisitionists for actual costs reasonably incurred unless the voting members vote not to do so by an ordinary resolution at the meeting.

8.1.6.3 Court ordered

The Court may order that a general meeting be held:

- (a) upon receiving a request from a voting member or a director; or
- (b) for any reason the court considers appropriate.

The Court may:

- (a) direct that the meeting be called, held and conducted on the notice, date, time, location and manner that the Court considers appropriate; and
- (b) order that the quorum be varied or dispensed with at the meeting called.

8.1.7 Meeting chair

The Board Chair will preside over the general meetings.

If the Board Chair is unable to preside, the meeting will be chaired by:

- (a) the Vice-Chair;
- (b) a director if the Vice-Chair is unable to preside; or
- (c) if none of these is available within 15 minutes of the time set for the meeting, an individual elected by the voting members present.

8.2 QUORUM

Quorum for general meetings of the membership is 10% of the members with voting rights.

Quorum includes those members who have registered advance votes prior to the meeting (see section 8.3.3 Advance Voting).

If there is no quorum:

- (a) within 30 minutes after the time the meeting was set to start:
 - (i) it is terminated if the meeting was requisitioned; or
 - (ii) it stands adjourned until exactly one week later, at the same time and in the same place if the meeting was called,
 - (b) within 30 minutes after the adjourned meeting was set to start, the Voting Members will constitute the quorum.
 - (c) at any time during the general meeting, the business in progress is suspended until quorum is again present, the meeting is adjourned, or the meeting is terminated.

8.2.1 Participation in general meetings

All Voting Members:

- (a) have the right to attend all General Meetings;
- (b) may participate in all proceedings; and
- (c) may vote on all matters if the membership is in good standing.

Voting members may participate in a general meeting:

- (a) in person;
- (b) by telephone; or
- (c) using any electronic communication medium as long as all meeting participants are able to communicate with each other.

8.2.2 Adjournment of general meetings

The Chair:

- (a) may adjourn a meeting; and
- (b) must adjourn a meeting if so-directed by a simple majority of the voting members present.

The business at an adjourned meeting is restricted to the unfinished business from the adjourned meeting.

If the meeting is adjourned for less than 30 days, the Board does not have to give notice of the adjourned meeting or the business to be transacted.

8.3 VOTING

Each Voting Member:

- (a) has only one vote;
- (b) may exercise that vote on every matter; and
- (c) may only vote if they are in good standing.

The Chair does not have a second or casting vote.

If a vote is tied, the proposed resolution does not pass.

A majority of voting members present at a meeting may request a recount of votes.

8.3.1 Voting methods

Members may vote by:

- (a) show of hands;
- (b) ballot
 - (i) where the motion is with respect to an identifiable company or individual;
 - (ii) if the members present at the meeting vote by simple majority in favour of a ballot; or
 - (iii) at the direction of the chair;
- (c) proxy vote; or
- (d) advance voting.

Votes may be cast in person or by mail, fax, email, other electronic means or any method the Board deems appropriate.

8.3.2 Proxies

Voting by proxy is permitted.

The voting member:

- (a) can appoint a person in writing as his or her nominee to attend and act at the meeting; and
- (b) must send the proxy voting information to the Secretary prior to the commencement of the meeting.

8.3.3 Advance voting

Advance voting is permitted.

The voting member:

- (a) may vote in writing in advance of a general meeting;

- (b) must send it to the Secretary to be received by no later than 24 hours before the meeting.

The Secretary will register the vote(s) as directed by the member(s).

The votes will be counted as if the member had voted in person at the general meeting.

8.3.4 Voting results

The Chair must announce the outcome of each vote.

The Secretary will record the motion and results in the minutes of the meeting.

A majority of voting members may approve the destruction of any ballots.

8.3.5 Validity

A motion passed at a general meeting does not invalidate a prior act if that act was valid before the motion was passed.

9 DIRECTORS AND OFFICERS

9.1 POWER OF DIRECTORS

The Board, on behalf of the society:

- (a) has the capacity, rights, powers and privileges of an individual of full capacity;
- (b) cannot act or exercise any power that is restricted by bylaw; and
- (c) cannot use any powers that are inconsistent with those restrictions or purposes.

The Board may:

- (a) delegate the management of the day-to-day operations; and
- (b) have that work done by an employee or under a contract to an individual or company.

9.2 BOARD COMPOSITION

The Board will consist of:

- (a) Eight directors with at least one from each of:
 - (i) government;
 - (ii) private sector;
 - (iii) non-profit sector; and
 - (iv) product stewardship agency sector.

9.3 TERMS OF OFFICE

Each director:

- (a) will be elected to serve a two-year term of office;
- (b) will serve until his or her successor is elected at the AGM held towards the end of that period;
- (c) will continue to serve if no successor is elected; and

- (d) may be elected to serve an unlimited number of consecutive terms.

9.4 NOMINATIONS AND ELECTIONS

9.4.1 Nominations Committee

The Board may appoint a Nominations Committee.

The Nominations Committee will:

- (a) be comprised of three members, the:
 - (i) immediate Past Chair
 - (ii) current Chair or Chair who will be in office for the upcoming year; and
 - (iii) one other director
- (b) be responsible for seeking nominations for all vacant positions;
- (c) will call for nominations no less than 45 days prior to the AGM;
- (d) seek nominations from members in the government, private sector, non-profit sector, and product stewardship agency sector for directors representing their respective sectors;
- (e) will close nominations 30 days before the AGM;
- (f) ensure that nominees agree to be nominated in writing;
- (g) ensure that nominees meet the qualifications;
- (h) distribute information on the nominees to the members no later than 14 days prior to the AGM; and
- (i) conduct the election process at the AGM.

9.4.2 Qualifications

Any nominee for election as a director must be a member in good standing who:

- (a) has not been found by any court in Canada or elsewhere to be incapable of managing his or her own affairs;
- (b) is not an undischarged bankrupt;
- (c) has not been convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:
 - (i) the court orders otherwise
 - (ii) 5 years have elapsed since the last to occur of
 - the expiration of the period set for suspension of the passing of sentence without a sentence having been passed
 - the imposition of a fine,
 - the conclusion of the term of any imprisonment, and
 - the conclusion of the term of any probation imposed, or

- (iii) a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect:
- (d) has agreed in writing to serve on the Board; and
- (e) is elected or appointed in accordance with these Bylaws to serve on the Board.

9.4.3 Nomination and Election process

Nominations will close 30 days prior to the AGM.

There will be no nominations from the floor at the AGM.

The election will be:

- (a) by acclamation if the election is not contested; or
- (b) by ballot.

The nominees will be presented by sector.

The election will be by simple majority.

9.5 CEASING TO HOLD OFFICE

A director of a society ceases to hold office when the:

- (a) director's term of office expires,
- (b) director resigns or dies, or
- (c) director is removed from office.

9.5.1 Resignation

A director of a society who intends to resign must give notice in writing.

The resignation takes effect on the later of:

- (a) when the Association receives the written notice; or
- (b) the specified date that the resignation is to take effect; or
- (c) the occurrence of a specified event.

If a date, time or event is specified, the resignation is effective:

- (a) the beginning of the day on the specified date,
- (b) the specified date and time; or
- (c) when the specified event occurs.

9.5.2 Vacancies

A Director position becomes vacant when the Director:

- (a) resigns from the position;
- (b) resigns or is deemed to have resigned from the Board;
- (c) is removed from office by the Members at a general meeting;
- (d) ceases to be a member; or

- (e) dies.

A Director is deemed to have resigned from the Board if he or she does not attend:

- (a) three consecutive meetings without a reason acceptable to the Board; or
- (b) 75% of the board meetings in any consecutive 12-month period.

The Board may appoint a member from the same sector to fill the casual vacancy.

The appointed director:

- (a) must agree in writing to serve on the board;
- (b) meet all the qualifications for serving as a director;
- (c) will serve until the next AGM; and
- (d) may stand for election at the AGM.

9.5.3 Removal of Director

The members:

- (a) can remove a Director from office by special resolution for conduct which, in the Members' sole discretion, is inimical to the interests of the Association; and
- (b) may, by ordinary resolution, elect another member to serve as director for the balance of the term of the removed director.

The Board must give the Director:

- (a) at least 14 calendar days' written notice of the time and place of the general meeting at which the vote is to be taken;
- (b) the reason(s) for the proposed expulsion; and
- (c) the opportunity to speak to at the general meeting and provide a written submission before the Members vote on the resolution.

The appellant:

- (a) may present a written statement (not to exceed 200 words) or may speak to the Membership; but
- (b) may not be present during the discussion or vote.

The Members:

- (c) will vote by ballot.

9.6 VALIDITY OF ACTS OF DIRECTORS

An act of a director is not invalid merely because of a defect in the director's designation, election or appointment or in the qualifications of that director.

An act of a society is not invalid merely because

- (a) fewer than the required number of directors have been designated, elected or appointed,
- (b) the residency requirements for the directors have not been met, or
- (c) a majority of the directors are entitled to receive remuneration from the society under contracts of employment or contracts for services.

9.7 CONFLICT OF INTEREST

A conflict of interest would arise if a Director has a direct or indirect material interest in:

- (a) an actual or proposed contract or transaction; or
- (b) a matter under consideration that could result in a duty or interest that materially conflicts with the person's duty or interest as a director.

A material interest in these circumstances is anything that would limit or prohibit the director's ability to carry out the duties in section 10.1 Duties.

The Director:

- (a) must disclose fully and promptly to the other directors the nature and extent of the interest;
- (b) abstain from voting on the matter under consideration;
- (c) leave the Board meeting, if any, when the issue is discussed;
- (d) may be present to provide information; and
- (e) must not act in any way to influence the discussion or vote.

The conflict of interest must be recorded in:

- (a) the minutes of the Board meeting where the conflict of interest was disclosed; or
- (b) the consent resolution of directors with respect to the conflict of interest.

A Director found to be in conflict of interest must pay an amount equal to any profit unless after disclosure, the contract or transaction is approved by:

- (a) a Board resolution, or
- (b) a special resolution by the members.

9.8 REMUNERATION

Directors will not be paid for their services as a director.

A director may be paid for services provided to the society in another capacity.

The Board may reimburse a director for reasonable costs incurred in carrying out their duties as a director.

9.9 LIABILITY, INDEMNIFICATION AND INSURANCE

9.9.1 Liability

A Director is not liable for the consequences of any decision or action if he or she:

- (a) carried out the duties reasonably and in good faith; and
- (b) relied on:
 - (i) the financial statements
 - (ii) audit report
 - (iii) written report from a qualified professional
 - (iv) a statement of fact from another director

- (v) any information a court considers provides reasonable grounds for the actions.

9.9.2 Indemnification

The Association:

- (a) may indemnify the Directors and the senior manager against all costs of a legal proceeding or investigative action; and
- (b) will pay reasonable expenses incurred.

9.9.3 Insurance

The Association will purchase and maintain insurance to protect the Directors and the senior manager against any liability that may be incurred by having been a director.

10 BOARD

10.1 DUTIES OF THE BOARD

The Board:

- (a) manages the Association's activities and internal affairs; and
- (b) has the power to deal with all business of the Association between general meetings.

10.2 DUTIES OF THE OFFICERS

At the first meeting following the AGM, the directors will elect the Officers from among themselves.

The Officers are the:

- (a) Chair;
- (b) Vice-Chair;
- (c) Secretary; and
- (d) Treasurer.

The last two may be combined into a single position of Secretary-Treasurer.

An Officer may resign from the officer position while continuing to serve as a Director.

The Board will then appoint another director to fill the officer position.

10.2.1 Chair

The Chair:

- (a) will preside at all Board meetings at which they are present;
- (b) ensure that such meetings are conducted in accordance with these bylaws and any applicable resolutions
- (c) will conduct the meetings in accordance with Robert's Rules of Order;
- (d) may move or second a resolution;
- (e) may delegate responsibilities to directors on the Board;

- (f) sits as an *ex officio* member on all other committees;
- (g) provides leadership and direction to the Board and committees;
- (h) represents the Association in public presentations
- (i) is the spokesperson for the Association;
- (j) executes, in conjunction with the Secretary all approved bonds, contracts, deeds, leases and other written instruments to be executed by the Association; and
- (k) performs such other duties as may be determined by the Board from time to time

10.2.2 Vice-chair

The Vice-Chair:

- (a) will carry out the duties of the President if the President is absent or otherwise unable to act;
- (b) acts in an advisory capacity to the Chair; and
- (c) performs other duties as may be determined by the Board.

10.2.3 Secretary

The Secretary:

- (a) conducts the correspondence of the Board and of the Association;
- (b) issues notices of board meetings and general meetings;
- (c) takes and stores minutes of board and general meetings;
- (d) has custody of all Association and Board records and documents except those kept by the Treasurer;
- (e) maintains the register of members;
- (f) submits all documents as required by the Registrar;
- (g) executes, in conjunction with the Chair all approved bonds, contracts, deeds, leases and other written instruments to be executed by the Association; and
- (h) performs such other duties as may be determined by the Board from time to time.

If the Secretary is absent from a meeting, the Directors will appoint another person to act as Secretary for the meeting.

10.2.4 Treasurer

The Treasurer:

- (a) ensures that the financial records, including the books of account, are kept in accordance with generally accepted accounting principles (GAAP);
- (b) deposit all monies and other valuables in the name and to the credit of the Association in financial institutions designated by the Board;
- (c) ensures that all accounts receivable and accounts payable are attended to and realized in a timely manner;
- (d) provides financial records, reports and statements to the Board, members and others when required;

- (e) arranges for the annual financial review;
- (f) arranges for the preparation of the financial statements necessary to comply with the legislation;
- (g) ensures that all funds are properly secured; and
- (h) performs such other duties as may be determined by the Board from time to time.

10.3 CONDUCT OF MEETINGS

10.3.1 Calling the meetings

The Chair, or in his/her absence, the Vice-Chair, Secretary, or Treasurer:

- (a) will call three meetings of the Board in each year,
- (b) at any time the Chair considers it necessary;
- (c) must call a meeting of the Board if the majority of Board members request a meeting in writing; and
- (d) will provide notice at least seven days in advance of a Board meeting unless all the Directors agree to a shorter notice period.

10.3.1.1 First meeting after the AGM

The Board does not have to provide notice for the first meeting of the directors held after the AGM if a quorum of the directors is present.

10.3.2 Attendance at meetings

10.3.2.1 Regular Board meetings

Members may attend Board meetings but may only participate at the Chair's discretion.

The Board:

- (a) may meet:
 - (i) at any location within British Columbia agreed to by the directors;
 - (ii) on any notice; and
 - (iii) in person, by telephone, or using any electronic communication medium as long as all the Directors are able to communicate with each other; and
- (b) may pass resolutions without an in-person meeting if a simple majority of the directors consents to the resolution in writing.

Board meetings:

- (a) may be held in-person or by any other means as long as all participants are able to communicate with each other; and
- (b) will be run in accordance with Robert's Rules of Order as adopted by the Board.

10.3.2.2 *In camera* Board meetings

Generally, only voting members of the Board may attend *in camera* meetings.

All other attendees are at the discretion of the Board.

10.3.3 Quorum

Quorum for Board meetings is a simple majority of the Board, i.e., 50% plus one of the Directors.

If there is no quorum for either a general meeting or a board meeting:

- (a) within 30 minutes from the time the meeting was set to start, the meeting stands adjourned until recalled by the Chair or any two directors;
- (b) within 30 minutes of the start time for the adjourned meeting, the Voting Members will constitute quorum for that meeting; and
- (c) at any time during a meeting, business in progress is suspended until quorum is again present, the meeting is adjourned, or the meeting is terminated.

10.3.4 Temporary absences

A director:

- (a) will notify the Chair in writing of any temporary absence that prevents attendance at meetings;
- (b) will not be notified of any meetings during the period of absence; and
- (c) will not be counted when calculating quorum (i.e., will not be considered to be absent).

10.4 COMMITTEES

10.4.1 Delegation of powers

The Board:

- (a) may delegate some but not all of its duties to Committees of the Board;
- (b) will set the terms of reference including any delegated powers; and
- (c) will appoint at least one director to sit on the committee.

The committee:

- (a) will work within the terms of reference and delegated powers; and
- (b) will report to the board through the appointed director.

10.4.2 Standing Committees

The Board will establish the terms of reference and membership composition for the following Standing Committees:

- (a) Executive Committee chaired by the Chair with the Officers and the Past-Chair as members;
- (b) Finance Committee chaired by the Treasurer; and
- (c) Nominations Committee chaired by the Past Chair with the Chair and one previous Director as members.

Among other duties, the Executive Committee will act as the Ombudspersons to deal with any conflicts or complaints as these may arise.

10.4.3 Ad Hoc Committees

The Board may establish *ad hoc* committees from time to time as needs arise.

10.4.4 Committee meetings

The committee:

- (a) may meet and adjourn as they think proper;
- (b) must elect a Chairperson; and
- (c) will automatically end upon:
 - (i) the delivery of the committee's written report; or
 - (ii) the completion of the assigned task; or
 - (iii) a resolution terminating the committee by the Board.

10.4.5 Voting rights

The Chair of the Board or of a committee has only one vote and does not have a casting vote.

Each director is entitled to one vote.

10.5 AMENDMENTS

The members may adopt, amend or repeal any or all the provisions in these bylaws by passing a special resolution to that effect.

11 ASSETS AND INCOME

The Association will not declare any dividend or distribute any gains, profits or dividends among the members during the existence of the Association or upon its winding up or dissolution.

12 DISSOLUTION OF THE ASSOCIATION

On the Dissolution of the Association, any funds remaining after paying all debts and obligations will be distributed in any manner and proportion that the members determine.