



## BYLAW ALTERATION APPLICATION

BC Society • Societies Act

**CERTIFIED COPY**  
Of a document filed with the  
Province of British Columbia  
Registrar of Companies

CAROL PREST

NAME OF SOCIETY: **THE CHARTERED GOVERNANCE INSTITUTE OF BRITISH COLUMBIA**

Incorporation Number: S0058059  
Business Number: 84874 3886 BC0001  
Filed Date and Time: July 5, 2020 11:06 PM Pacific Time

### SUMMARY OF BYLAW ALTERATION APPLICATION

Special Resolution Date: June 25, 2020

**NOTE: The complete Bylaws, as uploaded, appear at the end of this report.**

### CERTIFICATION

I, Society PSA, certify that I have relevant knowledge of the society, and that I am authorized to make this filing.



**NOTE: The complete Bylaws, as uploaded, continue on the next page**

## THE CHARTERED GOVERNANCE INSTITUTE OF BRITISH COLUMBIA

### BY-LAWS

#### SECTION ONE

#### DEFINITIONS, INTERPRETATION, AND EFFECTIVE DATE

##### Definitions

##### 1.01 Definitions

"Act" means the Societies Act of British Columbia and any other act that might be substituted therefore, as from time to time amended;

"Board" means the Board of Directors of the Society;

"Branch" means the British Columbia Branch of the Canadian Division as established with the consent of the CFC and which shall be responsible for the affairs of the members of the Canadian Division in the Province of British Columbia;

"Branch Member" means each member of the Canadian Division that resides in the Province of British Columbia;

"By-laws" means these By-laws and all other by-laws of the Society from time to time in force and effect;

"Byelaws" means the byelaws of the Institute;

"Canadian Division" means the Division of the Institute designated by Council pursuant to the Byelaws, subject to agreement with Council and such other jurisdictions or territories as Council may include in the Division which includes Canada;

"CFC" means the Committee for Canada, an unincorporated committee of the Institute, pursuant to a Delegation Agreement between the Institute and the Committee for Canada members signed May 26th 2003, as amended from time to time;

"Chair" means the member of the Board elected by the Board to perform the duties of the Chair;

"Clear days" means a number of days excluding the date of mailing of a notice and the date of the event or meeting;

"Corporation" means The Chartered Governance Institute of Canada – L'Institut de Gouvernance Agréé du Canada;

"Council" means the Council of the Institute;

"Institute" means The Chartered Governance Institute;

"Meeting of members" includes annual and special meetings of members;

"Member" means a member of the Society;

"Provincial Act" means The British Columbia Chartered Secretaries Act SBC 1959 c.96;

"Seal" means any common seal or duplicate seal of the Society;

"Secretary" means any member of the Board elected by the Board to perform the duties of the Secretary of the Society;

"Society" means The Chartered Governance Institute of British Columbia;

"Treasurer" means the member of the Board elected by the Board to perform the duties of the Treasurer of the Society;

"Vice-Chair" means the member of the Board elected by the Board to perform the duties of the Vice-Chair of the Society.

### **Interpretation**

- 1.02** (i) A member is to be taken to be present at a general meeting if the member is present in person.
- (ii) A member of the Board is to be taken to be present at a meeting of the Board or at a committee meeting of the Board if the member is present in person or by telephone or other electronic means.
- (iii) A reference in a rule in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of the office or position for the time being.
- (iv) Unless the contrary intention appears in these By-laws:
- (a) words importing the singular include the plural and vice versa;
  - (b) words importing a gender include the other gender;
  - (c) a reference to any statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or bylaws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;
  - (d) expressions referring to Writing shall be construed as including references to printing, lithography, photography and any other modes of representing or reproducing Words in a visible form including, but not limited to, representation or reproduction by electronic means; and
  - (e) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.
- (v) These By-laws are to be interpreted subject to the Provincial Act and any successor to that Act and any reference to a provision of the Act refers to that provision as amended or affected by any other legislation and in force for the time being or to any provision substituted for or corresponding with that provision.
- (vi) Unless the contrary intention appears, an expression that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision of the Act.
- (vii) In the event of any dispute as to the intent or meaning of any present or future By-law, rule or regulation of the Society or direction of the Board, the interpretation of the Board, acting reasonably, shall be final and conclusive.
- (viii) Any disputes other than a dispute pertaining to the intent or meaning of any present or future By-law, rule or regulation of the Society or direction of the Board that may arise shall be governed by the laws of British Columbia and any proceeding shall be conducted in the courts of British Columbia.

### **Effective date**

**1.03** These By-laws shall come into force when confirmed by the members at a Special or Annual General Meeting in accordance with the Act and shall replace all previous By-laws.

## **SECTION TWO AFFAIRS OF THE BRANCH**

### **Head Office**

**2.01** The head office of the Society shall be situated in the Province of British Columbia, Canada and at such location therein as the Board may determine from time to time.

### **Corporate Seal**

- 2.02** (i) The Board may provide for a corporate seal and may destroy that seal and substitute a new seal in its place.
- (ii) If the Society has a corporate seal, the seal shall be in the custody of the Secretary and may be removed from the custody of the Secretary only by resolution of the Board, which shall then designate an officer of the Society to whom the seal shall be delivered.
- (iii) The seal may only be affixed to an instrument pursuant to the authority of a resolution of the Board and then only in the presence of those persons specified in the resolution. If no persons are specified in the resolution, the seal may be affixed in the presence of the chair and the secretary or the chair and the treasurer.

### **Financial Year**

**2.03** The financial year of the Society shall be the twelve month period ending at 11:59 p.m. on the 31st day of December of each year.

### **Execution of Documents**

**2.04** Contracts, documents and any other instruments in writing requiring signing on behalf of the Society shall be signed by any two officers, and all contracts, documents and instruments in writing so signed shall be binding upon the Society without further authorization or formality. The Board may, by resolution, grant the Society's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any bonds and other securities of the Society.

### **External Accountants**

**2.05** The membership in attendance at a general meeting shall appoint an appropriately qualified professionally designated accountant or firm of professionally designated accountants to perform a compilation or review of the accounts of the Society and to hold office until the next annual general meeting, provided that the Board may fill any casual vacancy in the office of external accountant. The remuneration of the external accountant(s) shall be fixed by the Board.

## **Minutes**

**2.06** Proper minutes shall be taken in respect of all resolutions and proceedings of meetings of the Board and its committees.

## **Special Events**

**2.07** Meetings and conferences of the Society to further its objectives, including the reading of papers and the discussion of questions of interest to the profession may be held whenever the Chair or the Board may deem expedient.

## **Amendments to By-laws**

**2.08** The By-laws of the Society may be repealed or amended or added to by by-law enacted by a majority of the members of the Board present at a meeting of the Board and confirmed by an affirmative vote of at least two-thirds of the members present at a general meeting of the Society called for the purpose of considering and confirming the said by-law.

## **Notices**

**2.09** Any notice or document may be served on any member either personally at, or by sending it by post in a prepaid envelope to, the member's address as shown in the register of members, or by sending it to the fax number or email address which the member has supplied to the Corporation for the giving of notices. The non-receipt of any notice by any member(s) shall not invalidate any resolution passed, or proceedings taken at, any general meeting.

## **Banking Arrangements**

**2.10** The banking business of the Society including, without limitation, the borrowing of money and the giving of security thereto shall be transacted with such savings institutions and/or other bodies corporate as may from time to time be designated by or under the authority of the Board.

## **Members**

**2.11** All members by their application for membership or registration and by their continuance of membership or registration in the Canadian Division and resident in British Columbia shall agree and shall be deemed to have agreed with the Society and each of its members as to the terms of the By-laws, rules and regulations of the Society and all acts or things done thereunder.

A member is not in good standing if that member ceases to be an ordinary member of the Corporation and that member's name has been deleted from the Corporation's register of members.

## **Rules and Regulations**

**2.12** The Board may establish rules and regulations not inconsistent with these By-Laws, the by-laws of the Corporation, and the Byelaws of the Institute, as well as the Act relating to managing the affairs of the Society.

## **Records**

**2.13** Except to the extent required by the Act, no person may inspect any record of the Society required by the Act to be kept by the Society.

## **Conduct of Meetings**

**2.14** Except as otherwise provided by these By-laws, the rules of order for the conduct of meetings of members, of the Board and of committees of the Board shall be in accordance with the current edition of "Robert's Rules of Order, Newly Revised".

## **SECTION THREE THE BOARD OF THE SOCIETY**

### **The Board**

**3.01** The Board shall control and manage the affairs of the Society.

### **Powers of the Board**

**3.02** Without limiting the powers of the Society as set forth in the Act, the Society, by resolution of the Board, may:

- (a) purchase or otherwise acquire land,
- (b) erect on land held by it or acquire buildings for the purposes of the Society and lease any part of such buildings,
- (c) hold, mortgage, lease, dispose of, sell, alienate or convey any real or personal property,
- (d) borrow money upon the credit of the Society, limit or increase the amount to be borrowed, issue debentures or other securities of the Society, pledge, or sell such debentures or other securities for such sums and at such prices as may be deemed expedient, mortgage, hypothecate, charge or pledge all or any of the real or personal property, undertaking and rights of the Society, present and future, and secure any such debentures or other securities of any money borrowed or any other liability of the Society, but nothing in this clause shall limit or restrict the borrowing of money by the Society on bills of exchange or promissory notes made, drawn, accepted, endorsed by or on behalf of the Society;
- (e) accept by devise or gift monies, real estate or other donations to be used to further the objects of the Society,
- (f) invest for the profit of the Society monies of the Society not required for the immediate purposes of the Society, and
- (g) operate a library and/or cause to be published books, pamphlets, periodicals and other publications of interest to members.

### **Composition**

**3.03** The Board shall consist of not less than five (5) and not more than nine (9) members in good standing of the Society duly elected or appointed as members of the Board in accordance with the By-

laws. In addition, the immediate past Chair of the Board, if remaining a member in good standing of the Society and resident in British Columbia, shall be an ex-officio voting member of the Board.

### **Election**

**3.04** The members of the Board shall be elected at the annual general meeting of the Society from those nominated at such meeting. The term of office of a member of the Board will normally be three years.

One-third of the terms of office of members of the Board shall expire each year.

### **Vacancy and Removal**

**3.05** The office of a member of the Board shall be immediately vacated upon:

- (a) resignation of office by means of delivery of a written resignation to the Secretary;
- (b) being found by a court in Canada or elsewhere to be of unsound mind;
- (c) becoming bankrupt;
- (d) being removed from office at a meeting of the Board by a resolution of which due notice was given in the notice calling the meeting and passed by three-quarters of the members of the Board present and voting at such meeting; or
- (e) ceasing to retain membership in the Corporation, or being suspended or excluded from membership for any period.

When a vacancy occurs in the Board's membership due to any cause, the Board may appoint a person from the membership of the Corporation, resident in British Columbia, to fill the vacancy for the unexpired term in respect of the member of the Board being replaced.

### **Place of Meetings**

**3.06** Meetings of the Board may be held at such time and place as the Board or Chair may reasonably determine.

### **Notice of Meetings**

**3.07** Prior notice of at least seven (7) clear days shall be given in respect of all meetings of the Board, provided that such meetings may be held at any time without formal notice if all members of the Board are present, or else those absent have signified their consent in writing to the meeting being held at short notice and in their absence. The non-receipt of notice by any member of the Board shall not invalidate any such meeting.

### **Meeting by Telephone, etc.**

**3.08** If all the members of the Board present at, or participating in, a meeting consent, a meeting of the Board or of a committee thereof may be held by means of such telephone, electronic or other communication facility or facilities as permits all persons participating in the meeting to communicate with each other, simultaneously and instantaneously, to a reasonable and acceptable extent, and any member(s) participating in such a meeting by such means is hereby deemed to be present at that meeting.

### **Quorum**

**3.09** At any meeting of the Board, the quorum shall be any four (4) members of the Board or two-thirds of the total membership of the Board, whichever shall be the smaller number.

### **Voting**

**3.10** At all Board meetings, except as specifically provided herein, every resolution shall be determined by the majority of members in good standing present at the meeting. In the case of equality of votes, the Chair shall not have a second or casting vote and the motion will be deemed to have failed.

### **Written Resolutions**

**3.11** A resolution printed in writing and signed by all members of the Board entitled to vote on that resolution at a Board meeting is as valid as if it had been passed at a duly constituted meeting.

### **Remuneration, Expenses and Expenditures**

**3.12** Members of the Board shall not receive any remuneration for their services as members of the Board but any reasonable expenses incurred in attending any duly called meeting of the Board or any committee of the Board may be borne by the Society to the extent that the Board considers appropriate from time to time, provided that nothing herein contained shall be construed to preclude any member of the Board from serving the Society in any other capacity and receiving no more than appropriate compensation thereof. The foregoing shall also apply to any person who is not a member of the Board but is appointed to a committee of the Board.

The Board shall have the power to authorise any reasonable expenditures on behalf of the Society from time to time and to make expenditures for the purpose of furthering the objects of the Society.

## **SECTION FOUR COMMITTEES OF THE BOARD**

### **Appointment**

**4.01** The Board may appoint committees and may fix the quorum thereof, and may define their powers, and may make rules for regulating the proceedings of the committees.

### **Procedure**

**4.02** Subject to section 4.01 hereinabove, the meetings and proceedings of every such committee shall be governed by the provisions herein contained for regulating meetings and proceedings of the Board, so far as the same are applicable thereto.

### **Powers**

**4.03** No resolution of any committee shall bind the Board until adopted by the Board unless, at the time of its appointment, power to bind the Board was expressly given to such committee.



## **SECTION FIVE OFFICERS**

### **Appointment of Officers**

**5.01** The Board at its first meeting following the annual general meeting shall elect from among its number a Chair, up to two (2) Vice-Chairs, a Secretary, a Treasurer, and such other officers as it may deem necessary, and shall have the power to fill any casual vacancies that may arise in such offices from time to time.

One person may hold the dual function of Secretary-Treasurer if determined by the Board from time to time to be appropriate. The Secretary and Treasurer shall be able to delegate the performance of their functions to such person or persons as are suitably qualified to carry out such functions and to whom the Board shall have no reasonable objection.

### **Duties of Officers**

**5.02** (a) Chair

The Chair shall be the chief executive officer of the Society in British Columbia and shall preside at meetings of the Board and shall perform such other duties as shall from time to time be prescribed by the Board.

(b) Vice-Chair

The Vice-Chair shall, in the absence or inability of the Chair (and in order of seniority where there are two), perform the duties and exercise the powers of the Chair, and shall perform such other duties as shall from time to time be delegated by the Board.

(c) Secretary

The Secretary shall attend meetings of the Board and general meetings of the Society and cause to be recorded all votes and minutes of all proceedings in the books to be kept for that purpose, and shall retain for safe-keeping, or make suitable arrangements therefor, copies of the By-laws and regulations, incorporation documents and minute books of the Society.

The Secretary shall give, or cause to be given, notice of all meetings of the membership and of the Board, and shall perform such other duties as may be prescribed by the Board or the Chair.

The Secretary shall keep, or cause to be kept, a list of the names and addresses of all persons who are members of the Society.

(d) Treasurer

The Treasurer shall attend general meetings of the Society and meetings of the Board and shall be responsible for the custody, receipt and disbursements of the funds of the Society, the keeping of accounts and the preparation of, and reporting to the members, of the financial statements, and shall perform such other related duties as the Board may from time to time direct.

**SECTION SIX**  
**PROTECTION OF BOARD MEMBERS AND EMPLOYEES**

**Limitation of Liability and Indemnity**

**6.01** No member of the Board, or a committee thereof, or the Secretary or other officer of the Society, shall be personally liable for direct or consequential damages arising out of any action, or actions, as a member or employee of the Society other than actions arising as a direct result of wilful misconduct, negligence, default or malfeasance, and the Board shall cause or arrange for such person to be indemnified from funds of the Society against any judgment issued against that person for which, by reason of this By-law, such person is not personally liable.

**SECTION SEVEN**  
**ANNUAL AND SPECIAL GENERAL MEETINGS**

**Time and Place of the Annual General Meeting**

- 7.01** (a) The annual general meeting of the Society shall be held on such date and at such time as the Board may determine from time to time; provided that it shall be held at least once in every calendar year and not later than six months from the end of the financial year of the Society. The annual general meeting of the Society shall be held at such place in British Columbia as may be determined from time to time by the Board.
- (b) Notwithstanding Rule 7.01 (a), to the extent permitted by law, the annual general meeting or a special general meeting of the Society may, at the discretion of the Board, be held solely by telephone or other communications medium if
- (i) notice of the meeting provides instructions for attending at or participating in the meeting by the communications medium, including, if applicable, instructions as to how to vote at the meeting,
  - (ii) all members participating in the meeting are able to communicate with each other and, if applicable, vote at the meeting, and
  - (iii) the person responsible for holding the meeting facilitates the use of the communications medium at the meeting.

**Notice of the Annual General Meeting**

**7.02** Prior written notice of at least fourteen (14) clear days shall be given to members of the Society in respect of the annual general meeting.

**Agenda for the Annual General Meeting**

- 7.03** The agenda for the annual general meeting shall be as follows:
- (a) Reading of the Notice calling the meeting by the Secretary;
  - (b) Report on current membership;
  - (c) Declaration of the Chair as to constitution of the meeting;

- (d) Reading of the minutes of last general meeting of the Society, which may be waived by the members present;
- (e) Presentation of the report of the Board;
- (f) Presentation of the financial report on the affairs of the Society, together with the external accountant's report thereon;
- (g) Appointment and remuneration of the external accountant or external accountants;
- (h) Receipt of nominations for, and election of, members of the Board;
- (i) Any other business by members of the Society;
- (j) Termination of Meeting.

### **Calling of a Special General Meeting**

**7.04** Special general meetings of the Society may be called at any time as determined by the Board and shall be called within twenty-one (21) clear days of receipt by the Secretary of a request for a special general meeting, in writing and signed by at least fifteen (15) members. No business other than that stated in the notice shall be discussed at a special general meeting.

### **Notice of a Special General Meeting by Society**

**7.05** Prior written notice of at least fourteen (14) clear days shall be given to the members of the Society in respect of a special general meeting of the Society and the aforesaid request and notice of the meeting shall specify the purpose for which such meeting is being called.

### **Quorum**

- 7.06** (a) A quorum at any annual general meeting or special general meeting of the Society shall be five (5) members in good standing, present in person entitled to vote at the meeting.
- (b) A member who participates in, or attends or votes at, an annual general meeting or at a special general meeting that is held in accordance with Rule 7.01 (b) is deemed to be personally present at the meeting. If, at any time during an annual general meeting or a special general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum or the meeting is adjourned or terminated.

### **Dissolution of Meeting**

**7.07** If, at any such general meeting, a quorum is not present within half an hour of the time appointed for the holding of the meeting, the meeting, if convened upon the request of members, shall be dissolved. In any other case, it shall stand adjourned to a day and hour and at a place fixed by the majority of the members present, and at such adjourned meeting the membership present shall form a quorum, provided that prior written notice of at least seven (7) clear days be given in respect of such adjourned meeting.

### **Adjournment**

**7.08** The Chair at any annual general or special general meeting may, with the consent of the members present at the meeting, adjourn the meeting from time to time and from place to place, provided that

no business shall be transacted at any such adjourned meeting other than business which would have been transacted at the meeting from which the adjournment took place.

### **Vote**

**7.09** Every question submitted to an annual general or special general meeting shall be decided in the first instance by a show of hands.

Every member present at an annual general or special general meeting shall have one vote, provided that any such member who is in arrears in the payment of any fee or assessment payable, or any portion thereof, shall not be entitled to (a) vote at any such meeting on any question or (b) take part in any such ballot or (c) be reckoned in the quorum.

Proxy voting is not permitted.

### **Ballot**

**7.10** At any annual general or special general meeting, any two (2) of the members present may demand that a certain question before the meeting be decided by means of a ballot, which shall be taken in such manner as the Chair shall direct.

The demand for a ballot shall not prevent the continuation of a meeting for the transaction of any business other than the question on which a ballot has been demanded. No ballot shall be demanded on any question of adjournment.

### **Presiding at General Meetings**

**7.11** The Chair of the Board shall serve as the chair of annual general meetings and special general meetings of the Society. In the absence or the inability of the Chair to serve, the Vice-Chair shall serve as the chair of the meeting. In the absence or the inability of both the Chair and the Vice-Chair to serve, an annual general meeting or a special general meeting shall be chaired by another member of the Board, appointed to do so by the Board.

### **Alternate Chair of General Meetings**

**7.12** If no person entitled pursuant to Rule 7.11 is present and able to serve as the chair of an annual general meeting or of a special general meeting, within thirty (30) minutes of the time set for the meeting to be called to order, the members present shall elect one of their number to serve as chair of that meeting.

## **SECTION EIGHT**

### **OTHER JURISDICTIONS, STUDENTS AND CHAPTERS**

#### **Chapters**

**8.01** The Board may, upon application by interested members, establish one or more chapters of members in prescribed areas within British Columbia for the better management and conduct of the Society's activities in those localities. Chapter areas, member allocation to chapters and regulations relating to the operation, financial affairs, delegation of powers to, and dissolution of any such chapters shall be determined by the Board from time to time in accordance with the By-laws.

**SECTION NINE**  
**MEMBERSHIP**

**Membership**

**9.01** The membership of the Society shall consist of Fellows and Associates of the Canadian Division resident in British Columbia, should they so choose to affiliate with the Society.

**Penalty for Misuse of Designation**

**9.02** Any person in British Columbia who, not being a Fellow or Associate of the Institute, takes or uses the designation "Chartered Secretary" or the initials F.C.I.S. (FCIS) or A.C.I.S. (ACIS) or any name, title or description which might reasonably imply or be inferred as meaning that that person is a Fellow or Associate of the Institute is guilty of an offence and on conviction may be liable to a fine in accordance with the provisions of the Act.

**Notification of Address by Members**

**9.03** The Secretary shall obtain from the Corporation the particulars of the address of all Society members' place of work and residence, and of the official position or positions occupied and any changes thereof from time to time as required.

**Society Fees**

**9.04** Every member shall pay, as and when due, a fee, in accordance with these By-laws and any rules made in pursuance thereof. The Board may fix and determine from time to time by resolution the annual fee(s) payable by members of the Society.

**Date Fees Payable**

**9.05** Society membership fees shall be included on the membership invoice generated by the Corporation payable in advance on the 1st day of January of each year, or otherwise as may be determined by the Board with regard to the Society's financial year.

June 25, 2020