

**CONSTITUTION
AND
BY-LAWS
OF THE
BRITISH COLUMBIA
CONSERVATIVE PARTY**

SEPTEMBER 2017

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CODE OF CONDUCT OF THE BRITISH COLUMBIA CONSERVATIVE PARTY JUNE 2015 30

THIS "CODE OF CONDUCT" IS APPENDIX "A" TO, AND IN ALL WAYS PART OF THE CONSTITUTION
AND BY-LAWS OF THE BRITISH COLUMBIA CONSERVATIVE PARTY. 30

CODE OF CONDUCT FOR DIRECTORS, OFFICERS AND MEMBERS OF THE BC CONSERVATIVE
PARTY. 30

PREAMBLE

The British Columbia Conservative Party is firmly committed to the concept of accountability to the taxpayers of the Province. Income is received by the Government “in trust” for the citizens of the Province and we, when we are the Government, accept that it is our responsibility to manage those funds in the most efficient and accountable manner possible.

The BC Conservative Party is based on the dual principles that the Party must be totally accountable to its Members, and, when forming the Government, that our Government will be accountable to all the people of the Province.

The Party also believes that all individuals and organizations within Government, including public servants at all levels, must be held accountable for the prudent management of monies and the efficient delivery of services. This applies across the spectrum of Government operations, including education, health care, electrical power, or any other service provided by Government.

To these ends, a BC Conservative Government will be dedicated to ensuring expected standards are well defined, delivery performance is regularly monitored and tested, a structure of transparency will always prevail, and those responsible for delivery are held accountable.

CONSTITUTION

ARTICLE 1 – NAME

1.01 The name of the Party is: “British Columbia Conservative Party”.

ARTICLE 2 - PURPOSES

2.01 The purposes of the Party are:

- (a) to promote and foster the aims and principles of the Party as set out in this Constitution and the By-Laws;
- (b) to organize the nomination of and the support of Candidates for election to public office as Members of the Legislative Assembly of British Columbia; and
- (c) to promote membership in and support for the Party by the recruiting, organizing and development of all aspects of the various structures of the Party and by the raising of funds sufficient to properly carry out its activities.

ARTICLE 3 - PRINCIPLES

3.01 The BC Conservative Party is founded on and will be guided by the following principles:

- (a) Good government. A belief that good government is ethical, accountable, fiscally responsible and enforces the rule of law to provide for the peace and security of our

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- society. A further belief in smaller, less intrusive, more efficient government to afford the greatest amount of freedom with the least amount of taxation;
- (b) Individual liberty and freedom. A belief that every individual has value, that life and liberty are a fundamental and inviolable right, and that everyone is born equal to enjoy life in a tolerant society that respects their individuality and freedom of speech, religion, and assembly;
 - (c) Social responsibility. A belief in a strong social safety net that cares for the vulnerable in our society while encouraging individual self-sufficiency; and
 - (d) Free-enterprise economy. A belief that a competitive free-enterprise economy with the right to private property are essential to encourage the entrepreneurial spirit that creates prosperity.

BY-LAWS

ARTICLE 1 - INTRODUCTION AND INTERPRETATION.

- 1.01 The “Party” means the “British Columbia Conservative Party”, also known as the “BC Conservative Party”, “BC Conservatives”, and the “BCCP”.
- 1.02 The Constitution and By-Laws shall be interpreted and given meaning required to comply with the BC Election Act and the BC Society Act. Any section or part of a section of the Constitution or By-Laws which cannot be interpreted to comply with applicable legislation is deemed to be severed from the balance of the Constitution or By-Laws or section, and is of no force or effect.
- 1.03 Basic rules of decorum and respect and as outlined in the “Code of Conduct” (attached as Appendix “A” hereto) shall be maintained at all times.
- 1.04 The rules contained in the current edition of “Robert’s Rules of Order, Newly Revised” shall govern the Party in all cases to which they are applicable and in which they are not inconsistent with these By-Laws or in any special rules of order the Party may adopt.
- 1.05 The head office of the Party and the address to which all communications and notices may be sent and process may be served, shall be determined by the Board of Directors of which the Registrar of Companies shall be advised. Financial records and membership records will be kept at the respective residence or place of business of the financial agent and the membership secretary. The Party’s legal counsel may also retain Party records.
- 1.06 In these By-Laws, unless the context otherwise requires:
 - (a) “Appeals Board” has the meaning given to it under Article 18;

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- (b) "Board of Directors" shall mean the Party's Provincial Board of Directors, being the governing body of the Party unless specifically stated otherwise;
- (c) "Caucus" means Members who are Members of the Legislative Assembly of British Columbia;
- (d) "Riding Association" (sometimes referred to herein as an "RA") means a Riding Association of the Party Members as recognized and approved by the Board of Directors;
- (e) "Day" and/or "days" shall mean a calendar day or days;
- (f) "Electoral District" means an Electoral District referred to in Section 18 of the Constitution Act of British Columbia;
- (g) "Election Act" means the Election Act of British Columbia, RSBC 1996, c. 106;
- (h) "Elections BC" refers to the Office of the Chief Electoral Officer of British Columbia;
- (i) "Immediate Past President" is the President who held office immediately prior to the current President;
- (j) "Mediation and Appeals Coordinator" has the meaning given under Article 18;
- (k) "Mediation Committee" has the meaning given to it under Article 18;
- (l) "Member" is a person who has become and remains a Member of the Party under Article 2 and complies with all the requirements of this Constitution and By-Laws;
- (m) "Ordinary Resolution" means a resolution passed at a general meeting of the Party by a majority of votes cast in respect of the resolution;
- (n) "Provincial Association" means an association or other organization or entity authorized and formed in accordance with Article 16;
- (o) "Returning Officer" is appointed under and has the responsibilities as set out in Article 12.07;
- (p) "Society Act" means the Society Act of British Columbia, RSBC 1996 c.433 and all amendments to it;
- (q) "Society Branch" refers to the Societies and Co-operatives Branch of the Corporate Registry of British Columbia, or a subsequent provincial authority empowered to oversee societies under the Society Act;
- (r) "Special Resolution" means a resolution passed by at least 75% of the votes cast in respect of the resolution; and
- (s) "Standing Committee" has the meaning given to it under Article 6.

ARTICLE 2 - MEMBERSHIP.

- 2.01 Membership will be available to any resident of British Columbia, fourteen (14) years or older who supports the Party Constitution and By-Laws. The length of term of membership shall be prescribed by the Board. Membership fees shall be set by the Board and may be adjusted from time to time, to cover the minimum costs associate with the administration of membership.
- 2.02 A person becomes a “Member in good standing” twenty-one (21) days after a signed membership application form with fees paid by the applicant or by that applicant’s immediate family, using their own cash, cheque, PayPal account, or credit card, has been received and accepted by the Party. Provided that in respect of a Candidate, the Board may reduce the twenty-one (21) day requirement. Provided further, Members who renew their membership within ninety (90) days after it has expired will immediately be considered “Members in good standing”.
- 2.03 After receiving a properly completed application for membership in the required form and the membership fee, Party headquarters, after acceptance by the Party, will grant the applicant membership and designate the applicant as a Member of a Riding Association based on the applicant’s residential address.
- 2.04 Each Member will be a Member of not more than one (1) Riding Association.
- 2.05 Each Member may, once during each calendar year, apply to the Board of Directors for a transfer of membership to another Riding Association.
- 2.06 After receiving an application from a Member for the transfer of membership to a new Riding Association, the Board of Directors will grant the transfer, with such transfer to be effective on the day the application is received.
- 2.07 Despite Articles 2.05 and 2.06, the Board of Directors may transfer a Member to a new Riding Association that corresponds with the Member’s ordinary place of residence.
- 2.08 Only a Member in good standing may vote at an Annual General Meeting (hereafter referred to as an “AGM”) or a Special General Meeting (hereafter referred to as a “SGM”) or vote on other Party business. Only non-Board Members in good standing who are eligible to vote may sign the nomination papers of a potential Candidate or Leadership Candidate.

2.09 Any Member who joins or publicly supports another provincial political party or publicly campaigns against an officially nominated BC Conservative Party Candidate for the Members of the Legislative Assembly of British Columbia will immediately forfeit membership. The Board of Directors will inform the Member in writing of the forfeiture and cause.

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2.10 The Party will maintain and update membership records and collect and disburse the membership fees. The membership records will include:

- (a) the full name of the Member;
- (b) complete residential address of the Member and the mailing address if different;
- (c) date on which the person becomes a Member (Article 2.02);
- (d) date of membership expiration;
- (e) phone number (optional); and
- (f) email address (optional).

2.11 Honorary “Lifetime Memberships” may be granted by a majority vote at a Party Annual General Meeting upon recommendation of the Board of Directors. Provided further:

- (a) the number of Honorary Life Memberships granted in any year shall not exceed ten; and
- (b) an Honorary Life Member shall be an individual Member of the Party without payment of fee.

2.12 Membership lists will be confidential and will not be sold or used for any purpose other than required by the Party as authorized by the Board of Directors on the recommendation of its Membership Committee. Further, that membership lists shall not be part of the documents of the society to which inspection of Members is permitted under the provisions of the Society Act of BC.

2.13 Only Members in good standing may:

- (a) hold an elected or appointed position within the Party; and
- (b) be eligible to seek nomination as a Candidate in a provincial election or by-election or as a Leadership Candidate.

2.14 No Member shall cause the Party to be financially indebted or spend funds belonging to the Party without the approval of the Board of Directors. Any Member having incurred a

debt unauthorized by the Party shall be held personally liable for this debt.

- 2.15 The Party discipline, membership refusal and appeal procedures to which all Members are subject, are contained in Articles 17 and 18 hereof.
- 2.16 Each Member of the Party, including Candidates for, and holder of Party and/or public office, is hereby deemed to have covenanted that: "I accept and will abide by the Constitution, Principles, Policies, By-laws and Code of Conduct of the BC Conservative Party". Any breach of this covenant is a violation of the Party Constitution and By-Laws.

ARTICLE 3 - ESTABLISHMENT OF THE BOARD OF DIRECTORS.

- 3.01 The Board of Directors will act on behalf of the Party in accordance with the directives approved at the AGMs and SGMs and as set out in these By-Laws. The term in office of

an Officer or Director shall commence at the end of the meeting held on the day of his/her election and shall terminate at the end of the meeting held on the day when his/her replacement is elected or appointed.

- 3.02 AGM voting procedures are as follows:
- (a) ballots will be available to each Member in good standing registered at the AGM;
 - (b) nominations will be accepted from the floor, with a seconder;
 - (c) each nominee must consent to their nomination;
 - (d) if the nominee is not present, the consent to the nomination must be in writing;
 - (e) each nominee may name a scrutineer to oversee the vote count; and
 - (f) voting for each position, except the Directors-at-Large, will be by a simple majority vote on a separate ballot.
- 3.03 The elected Members of the Board of Directors will be:
- (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasure;
 - (e) Five (5) Directors-at-Large; and
 - (f) Subject to the provisions of Article 15, up to fourteen (14) Regional Directors,

elected or appointed in accordance with Article 3.06.

- 3.04 The other Members of the Board of Directors will be:
- (a) Leader;
 - (b) Caucus Representative;
 - (c) Immediate Past President;
 - (d) either the Chair or Co-Chair of the Standing Committees; and
 - (e) if and when formed in accordance with Article 16, the Presidents of the Youth and Women's Associations.
- 3.05 The following Officers/Directors will be elected at each AGM:
- (a) President, Vice President, Secretary and Treasurer will be elected consecutively, starting with the President, each by a simple majority vote on a secret ballot; and
 - (b) the five (5) Directors-at-Large will be on one (1) ballot with the five (5) Candidates achieving the highest number of votes being elected.
- 3.06 The election of the Regional Directors shall be as follows:
- (a) the Regional Directors will be chosen by the RA Presidents in their region in the immediate forty-five (45) days prior to the AGM;
 - (b) if, during the term of a Regional Director, a vacancy should occur, the RA Presidents in the Region shall, within 30 days, convene and elect a new Regional Director;

- (c) the Provincial Board of Directors may appoint a Regional Director after the AGM if a Regional Director has not been chosen in a Region in accordance with this Article 3.06 by the RA Presidents in the Region; and
- (d) the Regional Directors will be voting Members of the Board of Directors.

ARTICLE 4 - STRUCTURE AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS AND MANAGEMENT COMMITTEE.

- 4.01 A Management Committee will be established and shall be comprised of the following:
- (a) the Leader or his/her appointee;
 - (b) President;
 - (c) Vice-President;

- (d) Secretary;
- (e) Treasurer; and
- (f) the five (5) Directors-at-Large.

4.02 The Management Committee shall:

- (a) oversee the day-to-day operations of the Party;
- (b) hold at least one (1) monthly meeting, with minutes of each meeting to be distributed to all Board Members within fourteen (14) days of each meeting;
- (c) hold quarterly Board of Directors meetings with the entire membership of the Board with not less than two (2) of these being face-to-face; and
- (d) have a quorum for a meeting of the Management Committee of not less than five (5) in number, two (2) of whom must be the President, the Vice-President, the Secretary or the Treasurer.

4.03 The President shall:

- (a) call and preside over Management Committee meetings and Board of Directors meetings;
- (b) preside over AGMs and SGMs;
- (c) supervise the affairs of the Party and be responsible for the day-to-day operation of the Party, including supervision of the Party headquarters, and all other administrative and operational matters;
- (d) coordinate the conduct of election campaigns with the Election Readiness Committee; and
- (e) be an ex-officio Member of all Committees within the Party.

4.04 The Vice-President shall:

- (a) assume and perform the duties of the President in his/her absence;
- (b) assist the President in all matters; and

- (c) assume the office of the President if the office becomes vacant.

4.05 The Secretary shall:

- (a) keep records of all Board of Directors meetings, AGMs and SGMs and all Management Committee meetings;
- (b) keep records of decisions and resolutions made on behalf of the Party by the Board

of Directors, Party Officials and others; and
(c) provide by email, by regular mail or fax the minutes and resolutions of all Board meetings, the AGM and/or SGM, and any action required to each Board Member within fourteen (14) days of any such meeting.

4.06 The Treasurer shall:

- (a) be responsible for overseeing the prudent financial administration of the Party;
- (b) ensure that no disbursement is made without authorization of the Management Committee and/or the Board of Directors;
- (c) present accurate financial statements to the Annual General Meetings of the Party;
- (d) present budgets as a guide for expenditures for the ensuing year or for specific projects and matters as may be required by the Management Committee and Board of Directors; and
- (e) endeavor to ensure that each Riding Association provides a financial report to the Treasurer.

4.07 The Directors-at-Large shall serve on the Management Committee and undertake such duties as may be assigned to assist in the functioning of the Committee and the Party.

4.08 The Regional Directors shall:

- (a) coordinate, organize and in all ways foster, assist and promote the growth and well-being of the RA's in the region they represent; and
- (b) forward and in all ways represent the concerns, suggestions, ideas and innovations of the RA's in their respective regions in their capacity as voting Members of the Board of Directors.

ARTICLE 5 - ADDITIONAL DUTIES OF THE BOARD OF DIRECTORS

5.01 The Board of Directors may, by a two-thirds (2/3) vote of the entire Board, fill any vacant elected office as described in Article 3.

5.02 The Board of Directors may deem an elected office described in Article 3 vacant if the Officer/Director misses three (3) consecutive meetings of the Board of Directors without reasonable cause.

5.03 The Board of Directors may appoint the Treasurer or any other Party Member in good standing as the Party's Financial Agent to act in accordance with the requirements of

the supervision and overseeing of the filing of the necessary returns by RAs who have completed formal registration with Elections BC.

- 5.04 The Board of Directors shall, by a two-thirds (2/3) vote of the entire Board, appoint not less than two (2), but not more than four (4), Principal Officers to represent the Party with the Chief Electoral Officer and Elections BC with power to issue written endorsements of Candidates who may represent the Party in elections or by-elections for Members of the Legislative Assembly of British Columbia, in accordance with Section 60 of the Election Act.
- 5.05 Other Committee Chairs appointed in accordance with Article 7 and MLAs may attend Board of Directors' meetings by the invitation of the President as non-voting Members.
- 5.06 Only the Management Committee may borrow money or incur a contractual obligation on behalf of the Party. Loans or contractual obligations under \$5,000.00 may be approved by a simple majority vote of the Management Committee.
- 5.07 Loans or contractual obligations over \$5,000.00 require a vote of two-thirds (2/3) of the entire Board for approval, prior to commitment of the loan or contractual obligation.
- 5.08 Notwithstanding Article 5.06 and 5.07, the Management Committee may incur obligations on behalf of the Party where the amounts are in a budget approved by the Board of Directors.
- 5.09 The Treasurer, together with either the President, Vice-President or Secretary, may sign for the Party's bank account. Under extraordinary circumstances, the Board of Directors may designate another Board Member to serve as a signing authority.
- 5.10 The quorum for a Board of Directors meeting shall be 50% of the total number of Board Members.
- 5.11 The Board of Directors, Standing Committees and Special Committees are authorized to meet by telephone conference or through other electronic communications media so long as all Members are able to communicate with each other during the meeting.
- 5.12 Meetings of the entire Board of Directors will be held at the call of the President and will be held at least every three (3) months to conduct the business of the Party. Provided, however:
- (a) a majority of voting Board Members may call a Board meeting with fourteen (14) clear days notice with an agenda included in the notice; and
 - (b) any meeting called with less than fourteen (14) clear days notice with an agenda included in the notice shall require two-thirds (2/3) of the Board Members to approve of the meeting in order to proceed with the meeting.

- 5.13 A Director participating in a meeting in accordance with Article 5.11 is deemed for all purposes to be present at the meeting.
- 5.14 The Board of Directors may, by a two-thirds (2/3) majority of those present at a Board meeting, censure or suspend for reasonable cause, any one of its Members, other than the Leader or Caucus Representative.
- 5.15 The Board of Directors may, from time to time, between Board meetings, make decisions by way of an email vote. All individual votes shall be disclosed to all Board Members and all such votes shall be brought forward in minute form for confirmation at the next subsequent Board meeting.
- 5.16 Those occupying a Board of Directors position must remain neutral during election contests at all levels and may only publicly endorse and support BC Conservative Party Candidates seeking election as Members of the Legislative Assembly of British Columbia.
- 5.17 Those occupying a Board of Directors position must maintain a position of neutrality and may not publicly endorse or oppose any Candidate seeking the leadership of the BC Conservative Party.
- 5.18 It is the responsibility of incoming and outgoing Officers and Directors to work together to ensure a smooth, efficient and timely transition of duties and authorities.
- 5.19 Within fourteen (14) days of leaving office an Officer or Director must turn over all Party accounts, documents, records, property, or material acquired during the course of duties to their succeeding Officer or Board Member, or, in the absence of such a position, the Party President.

ARTICLE 6 - STANDING COMMITTEES.

- 6.01 The Party shall have the following “Standing Committees”, the Chairman and Members of which will be established by the Board of Directors in consultation with the Leader. These are:
 - (a) the Election Readiness Committee;
 - (b) the Finance Committee; and
 - (b) the Social Media Committee.
- 6.02 The Election Readiness Committee will consist of:
 - (a) the Chair or Co-Chairs, as appointed by the Leader, in consultation with the President;
 - (b) the President; and
 - (c) other Members as appointed by the Chair or Co-Chairs in consultation with the Leader and the Party Management Committee and approved by the Board of Directors.

6.03 The Election Readiness Committee:

(a) will prepare and implement strategic organizational and election plans;

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(b) will set the dates, location, notice requirements, voting methods and other procedures for Candidate selection meetings, which may include notice or voting by electronic means, mail-in ballots, or other representative methods;

(c) will advise potential Candidates of legal requirements of being a Candidate;

(d) may call a Candidate Selection Meeting if a Riding Association has failed to do so.

6.04 The Election Readiness Committee may establish a sub-committee as a Candidate Review Committee for the purpose of establishing procedures for reviewing applications from nomination contestants who wish to be Candidates for the Party in constituencies in provincial general elections or by-elections. Such a sub-committee, if established, shall:

(a) establish reasonable criteria for nomination contestants to establish their suitability to represent the Party as Candidates;

(b) where an approved Riding Association is established in the Constituency where a nomination contestant wishes to take part in the Riding nomination process, work with and in all ways involve the Riding President, and, if appointed, the Riding Search Committee, in the review and any interview process; and

(c) in any event, in all ways involve the Regional Director of the Region in which the Constituency is situated where the nomination contestant wishes to seek nomination to be a Candidate for the Party, in the review and any interview process.

6.05 Once the Election Readiness Committee has properly completed the steps outlined in Article 6.04 above, and a Candidate has been either accepted or rejected as a suitable Candidate to represent the Party, this decision is final and binding on all concerned and is not subject to the appeal process in accordance with Articles 17 and 18.

6.06 The Election Readiness Committee may delegate any of its other duties and powers under Section 6.03(a) to a sub-committee appointed by the Election Readiness Committee at its sole discretion. Subcommittees include a Media and Publicity Committee, a Candidate Search Committee, a Strategic Planning Committee, a Platform Committee and others.

6.07 The Finance Committee will consist of:

(a) the Chair or Co-Chairs, as appointed by the Leader, in consultation with the

- President;
- (b) the President;
- (c) the Leader or designate;
- (d) the Treasurer;
- (e) the Financial Agent (or in the case when the Treasurer and Financial Agent are one and the same, a Deputy Financial Agent appointed by the Treasurer); and

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- (f) other Members, as appointed by the Chair or Co-Chairs in consultation with the Leader and the Party Management Committee and approved by the Board of Directors.
- 6.08 Each Standing Committee will establish its own rules with respect to quorum, notice of meeting, and other procedural matters for conducting the business of the Standing Committee.
- 6.09 A resolution of a Standing Committee is approved if the majority of the voting Members of the Standing Committee who are present at the meeting vote in favour of the resolution.
- 6.10 A resolution of a Standing Committee may be approved in writing by a majority of the voting Members of the Standing Committee as long as the notice of the resolution is given to all Members of the Standing Committee before it becomes effective.
- 6.11 By budget deadline of each year, at a time set by the Party Treasurer, the Chair or Co-Chairs of each Standing Committee will submit to the Party Treasurer a preliminary budget for the estimated expenditures of the Standing Committee for the following year.

ARTICLE 7 - GENERAL COMMITTEES AND COMMITTEE CHAIRS.

- 7.01 The Board of Directors shall appoint additional committees when requested by the Management Committee and/or when it deems they are required. Such additional committees shall include:
- (a) A Policy and Research Committee. The purpose of this Committee is the overseeing of the development of the Party Policies. The Policy and Research Committee shall

include the Leader and Members' knowledgeable in various fields of expertise relating to policy issues. The Committee shall assist in establishing and co-ordinating Policy Committees in the RA's and other affiliated organizations that may be established as provided in these By-Laws.

- (i) The Policy Committee shall report to the Board of Directors not less than 60 days before the date of the AGM of the Party and its recommendations shall be presented to the AGM of the Party for consideration and adoption. Any such recommendations shall be posted on the Party internet website at least 30 days prior to the AGM. In addition, at the option of the Board, any such recommendations may be mailed to Party Members along with the meeting notice at least 45 days prior to the AGM.
- (b) A Nominating Committee. The purpose of this Committee is to identify and nominate Candidates for internal Party elections. The Committee will seek to

identify persons with specific expertise required by the various Management Committee positions. While the Committee shall have regard to regional and other considerations, the prime motivation shall be the experience and competency the Management Committee position requires. Such expertise could include financial, legal, administrative, communications and/or political experience and leadership and team building skills. Further, there needs to be a willingness and ability to contribute significant amounts of time and energy to the affairs of the Party.

- (i) The Chair of this Committee shall be appointed from the Board of Directors and shall be someone who does not intend to run for office at the next AGM. The balance of the Committee shall be non-Board Members of experience who also cannot be Candidates for the Management Committee in the next AGM.
 - (ii) The Nominating Committee shall be appointed by the Board of Directors on the recommendation of the Management Committee and shall be appointed not less than three (3) months prior to the scheduled date for the next Party AGM. The Chair of the Nominating Committee shall Chair the election process at the next Party AGM.
- (c) A Constitution and By-law Review Committee. The purpose of this Committee is to

review the existing Party Constitution and By-Laws to recommend improvements for the effective administration of the Party. It shall include a Chair and not less than two (2) other Members. It shall report to the Board of Directors not less than sixty (60) days prior to the next AGM. This Committee is detailed and specified further in Article 10.

- (d) A Membership Committee. The purpose of this Committee is to administer the membership list, notify expiring Members, seek membership renewals, and in doing so liaise with RA Membership Committee Chairs and other RA Officers and Directors as well as Regional Directors in carrying out of their duties. Further to assist the Treasurer in the issuance of income tax receipts for donations and remittances to RAs and other authorized associations, advise the Board of Directors as to the use of the membership list, and without limiting the foregoing to in all ways actively promote the increase of membership in the Party and carry out what other duties might be assigned to it from time to time by the Board of Directors.
- (e) Any other committee suggested by the Management Committee and deemed necessary by the Board of Directors to implement the goals and activities of the Party.

ARTICLE 8 - ANNUAL GENERAL MEETINGS (AGMs).

- 8.01 The Board of Directors will call an AGM between six (6) and fifteen (15) months but not less than six (6) months after the previous AGM. There shall be forty-five (45) days notice of an AGM in writing and sent by electronic means or by post to the membership. The Board of Directors, in addition to this written notice, shall send at least one (1) email reminder to Members who have provided the Party with email addresses not less than twenty-one (21) days prior to the date of the AGM and shall post a notice on the Party internet website as soon as possible after the posting of the formal written notice.
- 8.02 The purpose of the AGM is to elect a Board of Directors, to present and approve the Financial Report, to hear and approve of reports from the outgoing Board of Directors

- and Committees and to undertake such other business as is necessary.
- 8.03 Voting delegates will consist of all Members in good standing who are in attendance. There will be no voting by proxy at any AGM or SGM.
- 8.04 Any Member who is not in good standing but who pays the prescribed fee may attend but may not vote. Members who renew their membership within ninety (90) days after it has expired will immediately be considered Members in good standing and will be eligible to vote at the AGM or an SGM or for the election of a Leader.
- 8.05 The quorum for an AGM will be fifty (50) registered Members in good standing in attendance.
- 8.06 In the event of a Party Leadership Election or a Provincial General Election having been held within a calendar year, the Board of Directors may, subject to the approval of the Registrar of Companies, delay the AGM to a maximum of one hundred and twenty (120) days.
- 8.07 The annual year-end for filing Annual Financial Reports shall be in accordance with Elections BC regulations.
- 8.08 A simple majority will decide all resolutions voted on at the AGM unless otherwise provided for in the Party Constitution and By-Laws.
- 8.09 The President (Chair) will have sole discretion to accept any resolutions from the floor at the AGM.

ARTICLE 9 - SPECIAL GENERAL MEETINGS (SGMs).

- 9.01 The Board of Directors may call a SGM.
- (a) The attendance, quorum and reporting will be as described in Article 8 relating to AGMs.

- (b) The Board shall state the purpose, date and location of the said meeting in the notice.
- (c) As with an AGM, forty-five (45) days notice in writing to the membership is required as well as the requirements as to web posting and email reminder.

9.02 Requisitions.

- (a) In this section, “requisitionists” shall mean the voting Members who requisition a SGM of the Party under subsection (b).
- (b) The Board of Directors, on the requisition of ten percent (10%) or more of the voting Members of the Party, must within twenty-one (21) days take action to convene a general meeting of the Party to be held within four (4) months after the date of the delivery of the requisition.
- (c) The requisition may consist of several documents in similar form each signed by one (1) or more of the requisitionists and must state the purpose of the SGM, be signed by the requisitionists and be delivered or sent by registered mail to the address of the Party.
- (d) If, within twenty-one (21) days after the date of delivery of the requisition, the Directors do not take action to convene a SGM, the requisitionists, or a majority of them, may take action themselves to convene a general meeting to be held within four (4) months after the date of the delivery of the requisition.
- (e) A SGM convened by the requisitionists, must be convened in the same manner, as nearly as possible, as AGMs are convened by the Directors.

ARTICLE 10 - CONSTITUTIONAL AMENDMENTS AND POLICY RESOLUTIONS.

10.01 Further to the provision of Article 7, a Constitution and By-law Review Committee and a Policy and Research Committee will be established by the Board of Directors to accept and consider amendments from RAs and Party Members and to recommend possible changes and clarifications after such considerations provided:

- (a) all proposed amendments to the Constitution, By-Laws and Policies must be received by the Constitution and By-law Review Committee and the Policy and Research Committee not less than ninety (90) days prior to an AGM or SGM;
- (b) the Committees will compile, organize and consider the proposed amendments and forward them with recommendations to the Board of Directors not less than sixty (60) days prior to the AGM or SGM; and
- (c) any such proposed amendments to the Constitution and By-Laws must be included, in written form, with the formal notice of the AGM or SGM and meet the time requirements for notice as set out in Articles 8 and 9.

- 10.02 Proposed amendments to the Constitution and By-Laws and Policies will be posted on the Party website no later than thirty (30) days prior to an AGM or SGM.
- 10.03 The Constitution and By-law Review Committee Chair shall present the proposed changes to the Constitution and By-Laws to the attendees at the AGM or SGM to be voted on as a special resolution requiring a two thirds (2/3) majority vote of the Members present for adoption.
- 10.04 The Policy and Research Committee Chair shall present the proposed changes to the attendees at an AGM to be voted on as an ordinary resolution requiring a simple majority vote - fifty percent plus one (50% + 1) of the Members present for adoption.

ARTICLE 11 - THE LEADER.

- 11.01 The Leader shall:
- (a) uphold and defend the Party's Constitution and By-Laws at all times and shall serve as the catalyst in maintaining unity and harmony in the Party;
 - (b) be the chief political spokesperson of the Party and, subject to the authority of the AGM, shall interpret to the public the policies of the Party;
 - (c) since this Party operates solely in the Province of British Columbia, to take care to confine comments, policies, opinions and actions to provincial issues unless these external issues are reasonably integrated into fields of provincial interest; and
 - (d) maintain a position of neutrality during election or political nomination contests and only publicly endorse and support BC Conservative Party Candidates seeking election as Members of the Legislative Assembly of British Columbia.
- 11.02 The Leader can only be removed from office by resignation, death, incapacitation, or the vote of sixty percent (60%) of the Party Members in good standing who vote in a universal mail-in ballot.
- 11.03 Upon the death, resignation, incapacitation, or the elected Leader's removal by a vote of the Members, the Board of Directors shall call a special Leadership Election within twelve (12) months and shall provide a minimum of forty-five (45) days' notice to all the membership advising of the provisions of the Leadership Election. The Board of Directors, at its discretion, may extend the date.
- 11.04 There will be a Leadership Review Vote bi-annually unless:
- (a) the BC Conservative Party forms the government; or
 - (b) there has been a Leadership Election within the twelve months prior to the AGM being held. In such a case the Leadership Review Vote will take place at the following AGM.
- 11.05 This Leadership Review Vote will be undertaken as follows:

- (a) all Members in good standing will receive a mail-in ballot with the official AGM notice;
- (b) the Members will be asked the question, “Are you in favour of a Leadership Review? Yes or No?”;
- (c) the completed ballots in security envelopes will be delivered to the attention of an impartial third party as appointed by the Board of Directors and must be received before the AGM. The Board of Directors and the impartial third party must have secure arrangements in place to guarantee an independent and fair vote and vote count;
- (d) completed ballots may be delivered in person to the AGM before the commencement of the meeting; and
- (e) if the results of the Leadership Review Vote show that sixty percent (60%) of the membership wishes a Leadership Convention, the Board of Directors will arrange a Leadership Election as described in Article 12.

11.06 One or more “Deputy Leader(s)” may be appointed by the Leader. A Deputy Leader may be dismissed by the Leader at any time. Any Deputy Leader in place at the time a Leader steps down shall also step down.

ARTICLE 12 - ELECTION OF A LEADER.

12.01 Upon the calling of a Leadership Election, the Leader shall step down.

12.02 The Board of Directors may appoint an Interim Leader to act until the election of the new Leader is completed. An Interim Leader may not be a Leadership Candidate.

12.03 A Candidate for Leader must be a Member in good standing who is eligible to vote in accordance with the British Columbia Election Act. Any Board Member who decides to participate as a Leadership Candidate must immediately resign their Board position.

12.04 The Board of Directors shall, either before the calling of a Leadership Election, or immediately after, establish an independent and impartial sub-committee as a Candidate Review Committee for the purpose of establishing criteria for and undertaking a review of each potential Leadership Candidate to establish their suitability

for the Leader's position. This sub-committee shall submit its report on each potential Candidate on a confidential basis to the Board of Directors. The Board of Directors shall decide on the merits of the sub-committee's reports in a confidential and an "in camera" session. All approvals of Candidates must receive a majority vote of the entire Board of Directors and shall be final and binding.

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12.05 The Board of Directors may also prescribe further regulations governing Leadership Elections, voting procedures and decide the amount of the nomination fee for the Candidates.

12.06 Candidates for Leader must be nominated by at least fifty (50) Party Members.

Nomination papers:

(a) will be prescribed by the Board of Directors;

(b) will include the nominating Member's name, address and signature;

(c) will be submitted to the Treasurer sixty (60) days in advance of the Leadership Election date together with the nomination fee; and,

(d) may not be signed by Members of the Board of Directors for any Candidate and any such signatures will be rejected as invalid.

12.07 Once nominations have closed, if there is a contest between two (2) or more Candidates for Leader, the Board of Directors must appoint an impartial third party who will be appointed as Returning Officer for the election process. The Board of Directors must then assist the Returning Officer in all ways to guarantee an independent and fair election and a totally free, fair and independent vote count.

12.08 Voting procedures for election of a Leader:

(a) In the event there is only one (1) Candidate for Leader, election shall be by acclamation.

(b) In the event there is more than one (1) Candidate, voting will be by universal ballot, with ballots mailed at least twenty-one (21) days prior to the Leadership Convention to every Member in good standing who will be in good standing as of the date of the Convention. Ballots may be returned by mail or delivered to the Leadership

Convention. Ballots must be received by the Party prior to or at the time of the Convention in advance of the vote cut off time in order to be counted.

(c) Voting will be as follows:

- (i) each Member in good standing will have one (1) vote;
- (ii) each Member in good standing will be mailed a secret ballot;
- (iii) each electoral constituency will be allotted one hundred (100) points except that electoral constituencies with less than one hundred (100) Members in good standing as at the date of the vote count shall be allocated the number of points that is equal to the number of its Members in good standing;
- (iv) the ballots will be returned by mail in security envelopes, sorted by electoral constituency and delivered unopened to the Leadership Convention;
- (v) the ballots will be opened and counted at the Convention in the presence of scrutineers appointed by each Candidate;

- (vi) the Leadership Candidates will be assigned a point total based on their percentage of the vote in each electoral constituency;
- (vii) to win the leadership, a Candidate must obtain a majority of points from across the province;
- (viii) voting will be by preferential vote (single transferable ballot); and
- (ix) at each count round, both the weighted results and the results by electoral constituency shall be made public.

12.09 During the time of a Leadership Election, Members of the Board of Directors must remain neutral. Any Member who compromises that neutrality by openly or publicly endorsing or supporting a Leadership Candidate must resign from the Board of Directors. Once the new Leader is selected, all remaining Members must agree to fully support the new Leader or resign from the Board of Directors.

ARTICLE 13 - RIDING ASSOCIATIONS (RAs).

13.01 Subject to special area or regional arrangements that have been authorized in accordance with Article 14, there shall be one (1) Riding Association established for

each provincial electoral district.

13.02 The Board of Directors may recognize a Riding Association that:

- (a) allows the participation of all Party Members resident in that constituency;
- (b) actively supports the Party's Constitution and By-Laws;
- (c) holds at least one (1) AGM of Members in each calendar year for the election of Directors and/or Officers and other business and gives at least thirty (30) days notice of such meeting to all current Members in that RA;
- (d) adopts a Constitution and By-Laws in a format agreed to and authorized by the Board of Directors; and
- (e) has at least six (6) resident Members in good standing.

13.03 Only a Riding Association that has been approved by a vote of the Board of Directors will be a recognized Registered Constituency Association of the Party.

13.04 No Member can be an Officer or Director of, or on the Executive of, or a Member of more than one (1) Riding Association.

13.05 If a Riding Association has not elected a Candidate for a Provincial General Election or a Provincial By-election who had been approved by the Party as a Candidate for such General Election or By-election, the Board of Directors may:

- (a) call or recall a Nominating Meeting; or
- (b) appoint an official Party Candidate.

13.06 If the boundaries or existence of electoral districts change, the Board of Directors, may take any of the following actions at any time before or after the change comes into effect:

- (a) assign an existing Riding Association to a new electoral district;
- (b) establish a new Riding Association for a new electoral district under paragraph 13.07 of this Article; and
- (c) dissolve an existing Riding Association and distribute its assets and liabilities among one or more Riding Associations, after consultation with such Riding Associations.

13.07 After establishing a new Riding Association under paragraph 13.06 of this Article, the Board of Directors must call a general meeting of the new Riding Association to elect a

Riding Association Board of Directors and give each Member of the Riding Association at least thirty (30) days notice.

13.08 The Party is not responsible for any debt incurred by a Riding Association unless the debt is approved by the Board of Directors and a written notice of such approval has been delivered by Party headquarters to the Riding Association before the debt is incurred.

13.09 A Riding Association may not register as a "Constituency Association" or for any other status under the Election Act, unless authorized to do so by the Party Board of Directors.

13.10 A Riding Association may not issue receipts for income tax purposes unless authorized to do so by the Board of Directors.

13.11 If a Riding Association does not meet its obligations under paragraph 13.02 of this Article or does not fill vacancies on the Riding Association Board of Directors within a reasonable time, the Board of Directors may:

- (a) call and run an Annual General Meeting or Special General Meeting of the Riding Association;
- (b) remove some of or all of the Members of the Riding Association Officers and/or Board of Directors; and
- (c) fill any vacancy or appoint a replacement for a position on the Riding Association Officers or Board of Directors.

ARTICLE 14 - REGIONAL ORGANIZATIONS AND COMBINED ASSOCIATIONS.

14.01 The Board of Directors may, upon application from two (2) or more Riding Associations, authorize their dissolution and the formation of a Combined Riding Association which shall embrace the memberships of the component, precedent associations, but which will in all respects, function as one (1) Association.

14.02 The Board of Directors may, upon application from two (2) or more Associations, authorize the formation of an Area Council, which shall consist of delegates from the component Associations, which shall co-ordinate activities of the Party on a municipal or

regional basis.

14.03 Each Regional organization or Council shall adopt by-laws for the conduct of regional business. All such by-laws and all such amendments thereto, must bear the approval of the Board of Directors. No by-laws or amendments thereto shall be valid without such approval.

ARTICLE 15 - CONSTITUENCIES AND REGIONS.

15.01 The electoral districts in British Columbia shall be divided into not less than eight (8) and not more than fourteen (14) Regions.

15.02 Having regard to the provisions of Article 14 and to effective organization and administration, the number of Regions and the allocation of the electoral districts to the Regions shall be undertaken by the Board of Directors.

15.03 Initially, there shall be fourteen (14) Regions, as follows:

1. Vancouver Island - South
2. Vancouver Island – Central and North
3. North Shore - Sunshine Coast
4. Vancouver
5. Richmond – Delta
6. Surrey
7. Burnaby – New Westminster and the Tri-Cities
8. Fraser Valley
9. Okanagan – Shuswap
10. Kamloops – Nicola
11. Kootenays
12. Prince – George – Cariboo
13. North West
14. Peace River

15.04 Any reduction of the number of Regions to a number less than fourteen (14) shall only be undertaken by the Board of Directors after detailed discussions with the Party Members and the Officers and Directors of any Riding Associations located in the Regions to be effected.

ARTICLE 16 - ADDITIONAL PROVINCIAL ASSOCIATIONS.

16.01 If approved by the Board of Directors, the Party may, by Ordinary Resolution at an AGM, create additional Provincial Associations that will:

- (a) represent and promote the interests of a segment of the population of British Columbia;
- (b) without limiting the foregoing, the Party AGM may consider authorizing the formation of Provincial Associations that would represent the interests of youth, seniors, women, aboriginal people, Party donors and/or those with other specific interests such as in policy fields related to health, education, property rights, individual citizen's rights, municipal issues and general good governance as examples;
- (c) have purposes and principles that are consistent with, and engage its Members in activities that promote and in all ways assist the purposes and principles of the Party;
- (d) adopt by-laws that are approved by the Board of Directors and that are deposited with the Party headquarters;
- (e) hold an Annual General Meeting of its Members, no later than fifteen (15) months after the last such general meeting, unless a longer period has been approved by the Board of Directors;
- (f) send a copy of the minutes of each Annual General Meeting to the Party headquarters within thirty (30) days of holding the meeting;
- (g) prepare annual financial statements for the each year and submit them to the Party headquarters by a date set by the Treasurer; and
- (h) prepare a budget for each year, and a statement of proposed annual activities and goals consistent with its proposed budget, and submit them to the Party headquarters by the budget deadline.

16.02 Only a Party Member or a Party supporter may become a Member in a Provincial Association provided that the Member is eligible for membership under the by-laws of the Provincial Association.

16.03 The Board of Directors may set the minimum number of Members that a Provincial Association must have in order to be in good standing.

16.04 The Board of Directors may suspend any rights of a Provincial Association under this Constitution and By-Laws if the Board of Directors determines that the Provincial Association is not meeting its obligations under this Constitution.

16.05 No later than two (2) years after being suspended, The Board of Directors may reinstate any rights of a Provincial Association suspended under Article 16.04 if the Provincial

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Association meets its obligations under this Constitution and By-Laws with a reasonable time.

16.06 A Provincial Association may at any time be dissolved by Special Resolution of the Party, or by the passage of time, without further action, if it has been suspended under Article 16.04 for at least two (2) years.

16.07 The Party is not responsible for any debt incurred by a Provincial Association unless the debt is approved by the Board of Directors and written notice of such approval has been delivered by Party headquarters to the Provincial Association before the debt is incurred.

16.08 A Provincial Association may not issue receipts for income tax purposes.

16.09 A Provincial Association may not register as a “Constituency Association”, a sponsor, or for any other status under the Election Act unless authorized to do so by the Board of Directors.

ARTICLE 17 - APPEAL.

17.01 A complaint may be lodged with the Party President by any Member or constituted body of the Party alleging a violation of the Constitution or By-Laws or a statement or action that may or has resulted in severe and evident injustice or harm to a Member or a constituted body of the Party or to the Party itself.

17.02 Satisfaction must first have been sought under existing Party procedures and rules of the appropriate organizations before the appeal is directed to the President.

17.03 Such complaint must be in writing, must set out the details of the action or statement which gave rise to the complaint, the remedy sought, and such evidence as may be pertinent.

17.04 The President, or persons appointed by the President, shall endeavour to achieve an amicable settlement. If this is not successful, the President, with the advice of the Management Committee, shall refer the dispute to the Party Mediation Committee to

be established in accordance with the provisions of Article 18. The Party Mediation Committee shall promptly mediate the dispute, or if a mediated solution is not possible, make recommendations as to the appropriate resolution of the dispute to the Board of Directors.

17.05 The Board of Directors shall consider the matter promptly and communicate their decision to the persons, entities or organizations concerned. The person, entities or organizations concerned shall then have thirty (30) days from receiving the notice, to appeal to the Appeals Board established in accordance with the provisions of Article 18. The Appeals Board shall determine the matter as promptly as possible.

17.06 The Appeals Board will then advise the Board of Directors of its decision. Unless reversed or modified by a three-quarters (3/4) majority of the full Board of Directors of the Party, the decision of the Appeals Board will become the decision of the Board of Directors and will be binding with no further right of appeal to any body.

17.07 The Appeals Board shall, in its decision, set out a remedy. Such remedies may include reprimand, prohibition from seeking Party or public office, fines, suspension of membership for up to two (2) years and cancellation of membership in and expulsion from the Party or any entity or association under the jurisdiction or sponsorship of the Party.

17.08 It shall be a breach of the Constitution, Principles and By-Laws of the British Columbia Conservative Party for any Member to seek redress for any complaint against another Member or body of the Party through public notice or solicitation, or legal redress without first exhausting the procedures outlined in this Article, and following the directions of the Board of Directors in their final decision.

17.09 If the complaint to the President concerns allegations of malfeasance with respect to Party funds or property (including wilful abuse or improper personal profit from the handling of Party funds, knowing wilful criminal action in the course of publicly acting on the Party's behalf, or similar serious conduct), the possible penalty under this part is expulsion from the Party.

17.10 The procedures to be followed under Article 17.09 are the same as those under Articles 17.01 to 17.08, except that the original complaint must specifically state that the

remedy sought is expulsion. False or malicious complaints under Article 17.09 is a breach of the Constitution, Principles and By-Laws of the Party.

17.11 At any hearing the complainants and the defendants shall each be entitled to one (1) representative to speak on their behalf.

ARTICLE 18 - MEDIATION COMMITTEE AND APPEALS BOARD.

18.01 The Board of Directors shall appoint a Mediation and Appeals Coordinator. This Mediation and Appeals Coordinator shall be a senior independent and impartial Member of the Party who is not a Member of the Board of Directors.

18.02 The Mediation and Appeals Coordinator shall administer and in all ways coordinate complaints that are referred to the Party Mediation Committee and/or the Appeals Board by the President, the Executive Committee and/or the Board of Directors.

18.03 The Board of Directors, on the advice of the Management Committee and the Mediation and Appeals Coordinator, shall appoint a Panel of Mediators from which a Mediator or Mediation Committee shall be chosen. This Panel shall be not less than five (5) in

number and shall all be experienced and independent Members and/or supporters of the Party who are not Members of the Board of Directors.

18.04 Depending on the nature of the complaint, the Mediation and Appeals Coordinator shall appoint either an individual Mediator or a Panel of Mediators to attempt to find an amicable settlement. Once the mediation is concluded, the report of the Mediator or Panel of Mediators shall be transmitted to the full Board of Directors.

18.05 The Board of Directors, on the advice of the Management Committee and the Mediation and Appeals Coordinator, shall also appoint an Appeals Board. This Appeals Board shall consist of five (5) Members all of whom shall be independent and impartial persons of high integrity and ability. They may be Party Members, supporters or totally neutral persons but not Members of the Board of Directors or any Party Standing Committee. Members of the Appeals Board would initially be appointed to serve for a term of two (2) years, and some or all may be reappointed for subsequent terms of two (2) years thereafter. Once appointed, the Members of the Appeals Board shall choose a Chair.

18.06 The Appeals Board in all its actions must act in accordance with the Principles of Natural Justice. These Principles of Natural Justice apply irrespective of any rule(s) the Appeals Board creates. Without limiting the foregoing the following key Principles of fairness and justice must guide all decisions of the Appeals Board, namely:

- (a) the participants in any hearing must have the right to be heard and have a fair opportunity to present their case whenever their interests might be adversely affected by a decision;
- (b) the ruling must be made by a Panel free of bias;
- (c) the decision must be based on evidence, not on speculation or suspicion, and the decision must be communicated in a way that makes clear what evidence was used in making the decision; and
- (d) any hearing must, in every way, be “fair play in action”.

18.07 The Chair of the Appeals Board, who may appoint a Deputy Chair to perform the Chair’s duties in the Chair’s absence, with the assistance of the Mediation and Appeals Coordinator is responsible for the effective management and operation of the Appeals Board and the organization and allocation of work among its Members.

18.08 Before a dispute can be heard by the Party Appeals Board, the complainant must agree to the terms of reference as set forth by the Party Appeals Board. The terms of reference must be consistent with the Party Constitution and By-Laws and include terms of confidentiality and the legally binding nature of the appeal.

18.09 All Members, by virtue of membership and Article 2.16 shall be considered to consent to the jurisdiction and authority of the Appeals Board and the Articles set forth in these By-Laws and in particular the terms of this Article 18.

18.10 The Chair of the Appeals Board may organize the Appeals Board into Panels, each comprised of one (1) or more Members.

18.11 If the Chair of the Appeals Board organizes a Panel comprised of more than one (1) Member, the Chair must designate one (1) of those Members as Chair of the Panel.

- 18.12 The Members of the Appeals Board may sit:
- (a) as the Appeals Board; or
 - (b) as a Panel of the Appeals Board.
- 18.13 Two (2) or more Panels of the Appeals Board may sit at the same time.
- 18.14 If Members of the Appeals Board sit as a Panel:
- (a) the Panel has the jurisdiction of, and shall exercise and perform the powers and duties of the Appeals Board; and
 - (b) a decision of the Panel is a decision of the Appeals Board.
- 18.15 The decision of a majority of the Members of a Panel of the Appeals Board is a decision of the Appeals Board and, in the case of a tie, the decision of the Chair of the Panel governs.
- 18.16 If a Member of a Panel is unable for any reason to complete the Member's duties, the remaining Members of that Panel, with consent of the Chair of the Appeals Board, may continue to hear and determine the matter, and the vacancy does not invalidate the proceeding.
- 18.17 If a Panel is comprised of one (1) Member and that Member is unable for any reason to complete the Member's duties, the Chair of the Appeals Board, with the consent of all parties to the appeal, may organize a new Panel to continue to hear and determine the matter on terms agreed to by the parties, and the vacancy does not invalidate the proceeding.
- 18.18 The Chair of the Appeals Board or the Chair's delegate may hear and decide any interim or preliminary matter in an application, and for that purpose may exercise any of the powers of the Appeals Board necessary to decide the matter.
- 18.19 During the period of time which begins either on the 30th day before the issue of the writ for general fixed-date elections, or on the day of issue of the writ for other sections, as the case may be, and ends on the day after the election is held, no one may submit a complaint to the Appeal Board for action and no hearings of the Appeal Board may be held.

- 19.01 The Board of Directors will give notice, in writing, of an AGM, a SGM or of a meeting for the Election of a Leader to all Members at least forty-five (45) days in advance. Follow-up reminders may be provided by email, fax, telephone or any other electronic means.
- 19.02 Notice of meetings of the Management Committee shall be given, with an agenda attached, not less than seven (7) clear days prior to the date of the meeting. Provided, however, that a vote of two-thirds (2/3) of all Members of the Management Committee may agree to shorter notice and declare a meeting of the Management Committee to be valid and binding. Notices may be given either in writing or by email.
- 19.03 Notices of face to face meetings of the Board of Directors shall be given, with an agenda attached, not less than twenty-one (21) days prior to the date of the meeting. Notices of electronic or telephone meetings of the Board of Directors shall be given, with an agenda attached, not less than ten (10) days prior to the date of the meeting.
- (a) Provided however, that in both instances, a vote of two-thirds (2/3) of all Members of the Board of Directors may agree to shorter notice and declare a meeting of the Board of Directors to be valid and binding. Notices may be given either in writing or by email; and
- (b) Provided further, however, that the initial meeting of a newly elected Board of Directors may be convened immediately after the Party elections at an AGM and will be valid and without the need for the twenty-one (21) day notice period. The matters discussed at this meeting should be introductory and procedural in nature only and the minutes of this said meeting must be agreed to and passed by a two-thirds vote of the Board of Directors at its next meeting.

ARTICLE 20 - RULES AND REGULATIONS.

- 20.01 The Board of Directors may, from time to time, adopt rules and regulations to expedite the business of the Party.

**CODE OF CONDUCT
OF THE
BRITISH COLUMBIA
CONSERVATIVE PARTY
DRAFT APRIL 2015**

**THIS “CODE OF CONDUCT” IS APPENDIX “A” TO, AND IN ALL WAYS PART OF THE
CONSTITUTION AND BY-LAWS OF THE BRITISH COLUMBIA CONSERVATIVE PARTY.**

**CODE OF CONDUCT FOR DIRECTORS, OFFICERS AND MEMBERS OF THE BC CONSERVATIVE
PARTY.**

ARTICLE 1 - INTRODUCTION.

- 1.01 This “Code of Conduct” (hereafter referred to as “the Code”) is “Appendix ‘A’” to the Constitution and By-laws of the British Columbia Conservative Party (hereinafter referred to as “The Party”) and shall, in all ways material, be deemed to be an integral part of the said Constitution and By-laws.
- 1.02 Purpose and aims of the Code: The goals and aims of this Code are to promote unity in the Party by requiring respectful conduct and ethical principles when dealing with internal Party business and/or activities and in relationships with all citizens of British Columbia.
- 1.03 Application: This Code is intended to govern, where specified, not only the conduct of the Directors, Officers and Members of the Party but any employees, committee chairs or any other supporters who may be undertaking or assisting in the affairs of the Party.
- 1.04 Complement to Constitution and By-laws: The provisions of this Code are intended to complement and enhance, in a consistent manner, the requirements that arise at law and in the Constitution and By-laws of the Party.

ARTICLE 2 - ETHICAL PRINCIPLES.

- 2.01 The Party and its Members subscribe to the following general ethical principles and agree to abide by them in their individual and collective actions with one another and the citizens in general when acting on behalf of the Party or otherwise when acting in any manner associated with the Party, namely:
- (a) act at all times honestly, in good faith and in a manner which will enhance the image of and be in the best interests of the Party. Further, while acknowledging that

political actions require open and free speech and honest informed debate to achieve results, to:

- (a) always be truthful, treat others fairly and with respect, and accept that honesty is essential to the development and maintenance of the trust that is essential to both building and developing the Party and the Province;
 - (b) never knowingly misrepresent the stated purposes, principles, values or policies of the Party; and
 - (c) whenever necessary, recognize and respond to the authorized structures (including Boards, Committees and other Associated bodies) and operational procedures of the Party, including responding and communicating with the Party in a timely manner when appropriate or as directed.
- (b) when in any way representing the Party, its Officers, Directors, Associated bodies or Members, work for the general benefit of the Party and not for personal gain or enhancement. Further, all members, employed staff, supporters or associates must:
- (a) adhere to the principles, policies and general agreements of the Party when representing the Party or working on behalf of the Party; and
 - (b) use the resources of the Party for the maximum benefit of the Party. This relates in particular to those in charge of allocating funds.
- (c) all Members must avoid and declare conflicts of interest. Without limiting this requirement, it is understood that:
- (a) individuals working on behalf of the Party are in positions of trust and must not violate that trust by using the position for personal gain or enhancement;
 - (b) fair and responsible governance of the Party is jeopardized and put at risk in situations where a conflict of interest influences the making of decisions; and

(c) if and when there is a direct, indirect or perceived conflict of interest, those concerned must avoid the position or the issue and fully declare possible involvement and thereafter resign, recluse, or in all ways otherwise remove the potential for possible conflict of interest.

(d) all Members must work toward mutually beneficial partnerships and work collaboratively with one another with the object of building the Party and providing effective governance to all the citizens of the Province. Further, it is understood that:

(a) such partnerships, when properly structured, can lead to synergy in organization that makes for much more effective results than individuals working alone or in isolation; and

(b) some Members may be unaware of the benefits of working together toward a mutual goal and that this may require commitments on the part of all Members to undertake personal development and patience, and where appropriate to provide instruction and encouragement to:

- resist using majority votes to overpower opposing ideas and the views of dissenting members;
- achieve full, open and accurate disclosure of relevant information, including being transparent and fiscally responsible to the Party's interests and its donors;
- be collegial, forward looking and adopt problem-solving attitudes, including past real or perceived injustices, and treat all with mutual respect, displaying courteous behaviour and at all times properly consider and evaluate the views of others so that balanced and correct decisions might be achieved.

(e) all Members must honour their commitments to the Party and to other Members, and refrain from making promises or creating expectations that are unlikely to be fulfilled. Unrealistic expectations should be clarified and discarded at the beginning of a project or action and, if honouring a commitment should become impossible, those concerned must notify the appropriate authority without delay.

- (f) all Members involved in decisions materially affecting the operations of the Party, undertake:
 - (a) in all ways reasonable, to make such decisions only when all interested parties are present or have received adequate information and notice to be present;
 - (b) to avoid making assumptions without properly assessing the views of the other interested parties; and
 - (c) when a properly constituted meeting has been declared to be confidential and “in camera”, in all ways to keep specified confidential information that has been declared and agreed confidential in advance of decisions, confidential.
- (g) all Members holding office and/or responsibilities in the Party, including its Boards, Committees, Associated or supporting organizations or other entities, must undertake to communicate responsibly, collaboratively, openly and without delay. Further all members must take all reasonable steps to ensure that groups and individuals in the Party communicate openly and fairly and that information such as policies, guidelines, responsibilities, and opportunities for involvement are fully publicized. In furtherance of the foregoing:
 - (a) decisions made that may affect or influence a Member, committee, or part of the organization in a significant way, must be communicated without delay to

- that Member, committee or part of the organization, whether it be for endorsement or the purpose of notice;
- (b) in the instance of a decision or endorsement needed in a very timely way and requiring action or input, all Members must do their best to communicate with as many people involved as possible in order to come to a fair, reasonable and correct conclusion having regard to the circumstance; and
- (c) provided further, however, in circumstances where information is considered, for whatever reason, to be very sensitive or confidential, such information should not be distributed or communicated without clear approval from the parties, committees or other entities involved.

ARTICLE 3 - OVERALL BEHAVIOUR, GOOD CONDUCT AND RESPONSIBILITIES OF MEMBERS.

- 3.01 It is acknowledged that the Party is a “political” entity involved in the legal and democratic process of seeking to serve the people of British Columbia in the fields of public government and administration. Also, it is recognized that such a democratic process often involves intense competition between individuals, concepts, beliefs, ideals, principles and many other issues. Therefore, it is understood and accepted by the BC Conservative Party Member that every Member should do all possible to protect and enhance the reputation of the Party in the public domain and to build unity in the Party. In furtherance thereof, every Member should:
- (a) refrain from making statements to public media entities (radio, television, newspapers and the like) that openly and publicly criticize, denigrate and/or demean the Party, the Party leadership, individual Party Members, the Party principles, policies, decisions, entities, structures and/or associated bodies of the Party or discuss in a public, personal, vindictive and/ or derogatory manner the merits and/or demerits of decisions relating to internal Party business and administration;
 - (b) refrain from making or posting any statements on “public domain” entities (such as Facebook, Twitter, or other internet sites) that openly and publicly criticize or denigrate and/or demean the Party, the Party leadership, individual Party Members, the Party principles, policies, entities, structures and/or associated bodies of the Party or discuss in a public, personal, vindictive and/or derogatory manner the merits and/or demerits of decisions relating to internal Party business and administration; and
 - (c) in communicating by e-mail, refrain from making statements that harshly criticize or denigrate and/or demean the Party, the Party leadership, individual Party Members, the Party principles, policies, entities, structures and/or associated bodies of the Party or contain personal attacks, vindictive and/or derogatory statements on the

merits and/or demerits of decisions relating to internal Party business and administration and those involved therein. Further, in sending e-mail communications:

- (i) be as clear and concise as possible;
- (ii) ensure that the sender’s name and e-mail address and the names and e-mail addresses of all others to whom the message is sent are clearly visible to the

- those concerned;
- (iii) send the message to only the appropriate receiver;
- (iv) send no superfluous or ill-considered material or irrelevant information, and no messages that are harmful, dishonest or use language that denigrates or demeans others; and
- (v) completely refrain from spreading rumour, gossip, hearsay, fomenting speculation, scandal, or implied allegations concerning the business and administration of the Party, its associated entities and/or its members.

ARTICLE 4 - SUMMARY AND INTENT.

4.01 The foregoing Articles of this Code of Conduct should, in all ways, be understood and interpreted as intending to advance the unity, good governance and effective administration of the Party.

