

**Green Party Political Association of British Columbia**

Field Code Changed

**3/4 Vote #2 Resolution to Approve Further Amended Bylaws  
(Housekeeping Amendments)**

**WHEREAS:**

- A. The Green Party Political Association of British Columbia (the "Party") is a political association whose name and purpose are set out in its constitution.
- B. The Party is governed, inter alia, by a set of bylaws which were originally adopted on May 23, 2015 in Nanaimo, BC at the 2015 annual general meeting and convention (the "Bylaws").
- C. The Government of British Columbia has now enacted the *Societies Act* [SBC 2015] Part 6, Division 1 [the "New Act"] which replaced the *Society Act*, R.S.B.C. 1996, c. 433.
- D. The Party has amended its Bylaws in order to ensure they are in compliance with the New Act which amendments are attached to the previous  $\frac{3}{4}$  vote resolution (the "Amended Bylaws").
- E. The party now wishes to make several additional housekeeping amendments to the Amended Bylaws.

**IT IS RESOLVED AS A 3/4 VOTE RESOLUTION THAT:**

- 1. The members of the Party hereby approve the further amendments to the Amended Bylaws (the "Further Amended Bylaws") as set out at schedule "A" to this resolution.
- 2. The Party is hereby authorized to file the Further Amended Bylaws with the corporate registry.
- 3. The Party is authorized to accept all changes and delete all explanatory comments prior to filing the Further Amended Bylaws (authority to file a clean version of the Further Amended Bylaws).

**END OF RESOLUTION**

## Schedule "A"

Originally Adopted May 23, 2015 in Nanaimo, BC at the 2015 AGM and Convention; Revised June 3, 2018 in Kamloops, BC at the 2018 AGM and Convention.

# Bylaws of the Green Party Political Association of BC

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### 1. Interpretation

1.1. In these Bylaws, unless the context otherwise requires:

"Councillors" means the people elected by the Party Members as directors to Provincial Council;

"Electoral District" means an electoral district referred to in section 18 of the Constitution Act, R.S.B.C. 1996, c. 66;

"Elections BC" refers to the Office of the Chief Electoral Officer of British Columbia;

"General Meeting" means a meeting of the Party Members;

"Member" has the same meaning as in the *Societies Act* [SBC 2015] Part 6, Division 1 ["Societies Act"];

"Ordinary Resolution" means a resolution passed in a General Meeting by a majority of the votes cast in respect of the resolution;

**Comment [SH1]:** The BC Green Party now has a number of regional riding associations, but our bylaws do not reference such associations

"Party" refers to the Green Party Political Association of British Columbia;

"Provincial Council" refers to the governing body of the Party;

"Provincial Office" refers to the location where the official records of the Party, including Provincial Council minutes, financial records and Membership lists are kept;

**Comment [SH2]:** Addition added for greater clarity

"Registered Address" of a Member means the Member's postal address and, when provided by the Member, their email address as recorded in the Party's register of Members;

"Regional Committee" means an organization of the Party that provides groups of Electoral Districts representation on Provincial Council;

"Riding Association" means Members in a British Columbia Electoral District with a minimum of 25 Members who have entered into a Riding Association Agreement with the Party.

"Regional Riding Association means" Members in adjacent British Columbia Electoral Districts each with a minimum of 25 Members who have entered into a Regional Riding Association Agreement with the Party.

**Comment [SH3]:** The Party has several regional riding associations, but the bylaws do not presently reflect this.

"Rules" means the rules and procedures passed under section 13 of these Bylaws; and

"Special Resolution" means a resolution passed by at least 75% of the votes cast in respect of the resolution.

## 2. Admission of Members

2.1. A person who is a resident of British Columbia may apply to become a Member by applying online via the Party website or in writing to the Provincial Office and upon acceptance of the application, that person shall be a Member. The Provincial Council may set, from time to time, an annual fee ("Annual Fee") for membership in the Party.

2.2. Every Member must uphold the Constitution and comply with these Bylaws and the Rules created by the Party, which are referred to below.

2.3. A Member shall not belong to another provincial political party.

2.4. On being admitted to Membership, each Member is entitled to and upon request shall be provided with access to copies a copy of the Constitution, Bylaws and the Rules of the Party without charge.

**Comment [SH4]:** This change is made to reflect the fact that the Constitution, Bylaws and Rules are separate documents.

## 3. When Membership Ceases and Expulsion of Members

3.1. A person shall cease to be a Member of the Party on:

3.1.1. delivering their resignation in writing to the Party or by mailing or otherwise delivering it to the Provincial Office;

3.1.2. their death;

3.1.3. being expelled; or

3.1.4. having been a Member not in good standing for 3 consecutive months.

3.2. Members are not in good standing while they have failed to pay any current Annual Fee or any debt due and owing by the Member to the Party.

3.3. A Member may be expelled from the Party under the Code of Ethics (referred to below) by

**Comment [SH5]:** Change added for clarity

a special resolution of the Provincial Council provided that the Member:

- 3.3.1. is given ten days written notice of a proposed vote for expulsion;
- 3.3.2. is provided in writing with the reasons for the expulsion that will be presented in support of the vote for expulsion; and
- 3.3.3. is given an opportunity to be heard at the meeting before the vote for expulsion.

#### 4. Procedure for Calling General Meetings

4.1. Every General Meeting, other than an annual general meeting (“Annual General Meeting”) is an “Extraordinary General Meeting”.

4.2. Special business (“Special Business”) is:

4.2.1. all business conducted at an Extraordinary General Meeting; and

4.2.2. all business that is transacted at an Annual General Meeting except for;

- 4.2.2.1. the consideration of the financial statements;
- 4.2.2.2. the reports of any standing committee;
- 4.2.2.3. the report of the Party’s the auditor;
- 4.2.2.4. the election of Councillors;
- 4.2.2.5. the vote on whether or not to initiate a leadership contest;
- 4.2.2.6. the appointment of the Party’s auditor; and

4.2.2.7. such other business as the Provincial Council has scheduled for consideration by the Members provided that a description of the said business and wording of any proposed resolution are included in ~~under these Bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by a report issued with~~ the notice convening the Annual General Meeting.

4.3. Notice of a General Meeting shall specify the place, the day and the hour of meeting and, in case of Special Business, the general nature of that Special Business and the full text of all Special Resolutions being considered at that General Meeting.

4.4. Notice of a General Meeting shall be issued to all Members and any auditor no less than 30 days prior to a General Meeting and not more than 60 days prior to the General Meeting.

4.5. The inadvertent failure to give notice of a General Meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that General Meeting.

4.6. The Provincial Council shall, unless the *Societies Act* permits otherwise, schedule each Annual General Meeting of the Party to be held at least once in every calendar year.

4.7. Notice of an Annual General Meeting shall include ballots or directions for ~~otherwise~~-voting on the Councillor positions up for election and on whether or not to initiate a leadership contest before adjournment of the following Annual General Meeting.

4.8. A notice of call for resolutions and nominations for Councillor positions shall be issued to all

**Comment [SH6]:** added for clarity

**Comment [SH7]:** The original wording of this sub-paragraph was vague. These amendments have been proposed to make clear that Provincial Council may add additional items for consideration at an AGM provided that it complies with the notice provisions.

Members of the Party no less than 60 days prior to an Annual General Meeting.

4.9. An Extraordinary General Meeting may be convened by:

4.9.1. a petition presented to the Provincial Council bearing the signature of at least ten per cent of the Members in good standing of the Party;

4.9.2. an ordinary resolution of the Provincial Council; or

4.9.3. an ordinary resolution of a General Meeting.

4.10 A matter requested by 5% of voting Members of the Party may be included in the notice and considered at the General Meeting provided that the requirements of the *Societies Act* and in particular section 81 have been met.

4.10. Notice must be issued to a Member by e-mail or by mail to the Member's Registered Address.

**Comment [SH8]:** This section was changed as part of the last resolution. This is the section that addresses how Members can request that a matter be put on the agenda.

## 5. Voting Rights & Proceedings at General Meetings

5.1. Meetings of Members shall be regulated according to the Rules of Order.

5.2. The quorum of a General Meeting is one percent of the Members in good standing. A quorum will never be less than 50 members.

5.3. No business, other than the choosing of the Chair (defined in section 6.1), of the Party and the adjournment ~~or termination~~ of the meeting, shall be conducted at a General Meeting at a time when the quorum is not present.

**Comment [SH9]:** Under parliamentary procedure, meetings are adjourned.

5.4. If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned ~~to a later date or terminated~~.

**Comment [SH10]:** Added for clarity

5.5. If within 30 minutes from the time appointed for a General Meeting a quorum is not present, the meeting shall be ~~adjourned to a later date~~ terminated.

**Comment [SH11]:** Added for clarity

5.6 If a General Meeting is adjourned until a later date because a quorum is not present, and if, at the continuation of the adjourned General Meeting, a quorum is again not present; the voting members present constitute a quorum for the purposes of that General Meeting.

5.6. A General Meeting may be adjourned to a different time and place, but only unfinished business shall be dealt with at the ~~General~~ Meeting when it is reconvened.

5.7. The Chair of the Party shall act as chair at a General Meeting. If the Chair is not present or wishes temporarily to step down from the chair position, the Vice Chair (defined in s. 6.1) shall chair the meeting. If the Vice Chair is not present or wishes temporarily to step down from the chair position, the Members present shall choose from amongst themselves someone to chair the ~~General~~ Meeting.

5.8. Those individuals entitled to nominate, propose motions, and vote at a general meeting shall be only those Members who:

5.8.1. were accepted as Members at least 60 days prior to the meeting;

5.8.2. are 14 years of age or older; and

5.8.3. are Members in good standing.

5.109. Members not in good standing may pay their Annual Fee 30 days prior to the General Meeting and regain their good standing for the purposes of that meeting.

5.110. Each Member is entitled to one vote.

5.124. Votes for Councillor positions, for whether or not to initiate a leadership contest before adjournment of the following Annual General Meeting and for the leader if there is a leadership contest, may be cast in person at the Annual General Meeting, by mail or by electronic means in conformance with the election rules ("Election Rules") referred to in section 13.

5.132. Voting by proxy is not permitted.

## 6. Election, Appointment, Remuneration and Removal of Provincial Councillors

6.1. There shall be a minimum of 3 and a maximum of seven Executive Councillors, and a maximum of six Regional Representatives.

6.2. The Executive Councillor roles will be set out in the structural rules ("Structural Rules"), and elected for two years as follows:

6.2.1. The party leader (the "Party Leader"), who shall will be elected and retired as provided for in Part 8;

6.2.2. The chair (the "Chair"), who will be elected in even years;

6.2.3. The vice chair ("Vice Chair"), who will be elected in odd years;

6.2.4. The secretary ("Secretary"), who will be elected in odd years;

6.2.5. The treasurer ("Treasurer"), who will be elected in even years; and

6.2.6. Two councillors-at-large ("Councillors-at-Large"), one who will be elected in odd years and one who will be elected in even years.

6.3. The Regional Representative roles will be set out in the structural rules ("Structural Rules"), elected for one year.

6.4. Nomination and election of Councillors shall conform to the Election Rules referred to in section 13.

6.5. With the exception of the position of deputy leader, which shall be defined in the Structural Rules, if a Councillor position is vacant the Provincial Council may appoint a Member in good standing to fill the position until elections are held either at the next Annual General Meeting or as appropriate.

6.65. A Councillor who fails to attend three or more consecutive meetings without due notice or consistently fails to fulfil their responsibilities as defined in the Bylaws and Structural Rules may be removed by a special resolution of the Provincial Council.

6.76. No Councillor except the Leader or Deputy Leader shall be remunerated for being or acting as a Councillor.

6.87. A Councillor may, at the discretion of Provincial Council, be reimbursed for all expenses necessarily and reasonably incurred in carrying out his or her duties.

6.98. All expenses must be pre-authorized in writing by the Treasurer / Financial Agent.

**Comment [SH12]:** This has been added to make clear that we can have up to six regional representatives. Some years, not all of the regional representative positions are filled.

Note also that, under section 9, we only have six distinct regions.

**Comment [SH13]:** Changed for consistency with other sub-sections

**Comment [14]:** This change is necessary because a) the provincial council has not had a financial agent position and b) section 175 of the *Election Act* provides that the financial agent must be appointed (not an elected position).

The reference to "financial agent" was deleted from section 6.2.5 in 2016, but was not deleted from section 6.9

## 7. Powers and Duties of Provincial Councillors

7.1. The Provincial Council may exercise all the powers of the Party except those powers that must be exercised at a General Meeting, subject to:

- 7.1.1. legislation affecting the Party;
- 7.1.2. these Bylaws; and
- 7.1.3. the Structural Rules.

7.2. No resolution passed by the Party in a General Meeting shall invalidate retroactively a prior act of Provincial Council.

7.3. Councillors shall:

- 7.3.1. ensure that they are qualified to act as Councillors as set out at sections 43 and 44 of the *Societies Act* and associated regulations;
- 7.3.2 strive to fulfil the duties set out for them in the Structural Rules;
- 7.3.~~3~~<sup>2</sup>. act honestly and in good faith in the best interests of the Party;
- 7.3.~~4~~<sup>3</sup>. maintain their membership in good standing; ~~and~~
- 7.3.~~5~~<sup>4</sup>. exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a Councillor.

7.4. A Councillor who has a material interest in a proposed or existing contract or transaction or in a matter that might put the Councilor's interest in conflict with the Councilor's duties to the Party shall disclose promptly, fully, and in writing the nature and extent of that interest to Provincial Council and the said disclosure shall be noted in the meeting minutes of Provincial Council.

7.5. A Councillor resigning in mid-term shall give a written notice of resignation to the Secretary.

7.6. A Councillor who leaves or is removed from office shall remit to the Chair all Party information and materials gathered in the course of acting as a Councillor that are not part of the public record.

7.7. Provincial Council shall meet at least four times a year, either in person or by other means, at such times and places as they think fit and regulate their meeting and proceedings according to the Roberts Rules of Order.

7.8. The quorum of Provincial Council shall be ~~the a~~ majority of the Councillors.

7.9. If the Chair is not present or wishes ~~to~~ temporarily ~~to~~ step down from the Chair position, the Vice Chair shall chair the meeting. If the Vice Chair is not present or wishes temporarily to step down from the chair position, the Councillors present shall choose someone from amongst the Councillors present to chair the meeting.

7.10. The Chair may vote only once.

7.11. The Secretary shall, at the request of the Chair, give notice of and convene meetings of Provincial Council.

7.12. A Provincial Council meeting held immediately following the appointment or election of new Councillors shall not be invalid because notice was not given to the new Councillors.

7.13. A standing committee of Provincial Council shall:

7.13.1. meet either in person or by other means, at such times and places as it sees fit;

7.13.2. regulate its meetings and proceedings as it sees fit, and

7.13.3. present an update or report at each Provincial Council meeting.

7.14. No act or proceeding of the Councillors is invalid only by reason of there being less than the prescribed number of Councillors in office.

7.15. Provincial Council may borrow or raise money in such a manner as it sees fit in order to carry out the purposes of the Party, subject to any debt restrictions imposed by a special resolution of the Members at an Annual General Meeting **and subject to the financing provisions contained within the *Election Act* as amended from time to time.**

**Comment [SH15]:** This has been added for clarity

7.16. Roles and duties of the Provincial Council are defined in the Structural Rules.

~~7.17. Members duly elected to Provincial Council before these Bylaws came into effect shall continue to sit on Provincial Council until the following Annual General Meeting.~~

**Comment [SH16]:** This rule was only necessary before the original bylaws were passed. It is no longer necessary and its continued inclusion creates confusion.

## 8. Election of the Leader

8.1. A leadership contest shall conform to the Election Rules.

8.2. The office of the Party Leader shall be vacated by:

8.2.1. the resignation or death of the Party Leader; or

8.2.2. a special resolution of Provincial Council to remove the Party Leader.

8.3. When the office of the Party Leader becomes vacant, the Provincial Council shall appoint an interim leader ("Interim Leader"), who will act as the Party Leader until a new one is duly elected, and determine the date of the leadership contest.

8.4. An Interim Leader is not eligible for the position of Party Leader, but an Interim Leader may resign 90 days prior to a leadership vote to be eligible.

8.5. Where the Members vote in favour of a leadership contest as part of an Annual General Meeting the office of Party Leader is not vacated and the contest shall be held before the end of the following Annual General Meeting or earlier as determined by Provincial Council.

## 9. Regional Representatives and Committees

9.1. Provincial Council shall, from time to time in the Structural Rules, define or amend the boundaries of contiguous Regions based upon Electoral District boundaries.

9.2. There shall be no more than 6 Regions, and these Regions together shall cover the whole province.

9.3. Regional Representatives shall be elected in accordance with the Election Rules and by a process that allows for participation by all Members in the region.

9.4. The Party shall make all necessary information and/or services available to the members in a Region for the purpose of electing a Regional Representative.

9.5. Regional Committees may be formed in accordance with the Election Rules.

9.6. A Regional Committee shall not maintain bank accounts, accept membership fees or donations or maintain membership lists.

## 10. Riding Associations ~~and Regional Riding Associations~~

10.1. The Members in a British Columbia Electoral District with 25 or more Members in good standing may, by majority vote at a meeting of the local Members for which every Member received at least ten days notice, seek the permission of the Provincial Council to establish a Green Party Riding Association.

10.2. Membership in the Riding Association is limited to ~~members of the Party~~ Members who ordinarily reside in the Riding as it is defined from time to time by the ~~G~~government of British Columbia. All Party Members who ordinarily reside in the Riding are members of the Riding Association.

~~10.3. The Riding Association coordination teams ("Riding Coordination Teams") require a minimum of 4 executive is composed of not more than 5 M~~members, and shall include:

~~10.3.1. President-Chair~~, who shall supervise and have the responsibility for the management of the affairs and business of the Riding Association as required by the Riding Association Agreement;

~~10.3.2. Communications Coordinator~~~~Secretary~~, who shall perform the duties as required by the Riding Association agreement;

~~10.3.3. Financial Coordinator~~~~Treasurer~~, who shall perform the duties as required by the Riding Association Agreement;

~~10.3.4. Database Coordinator~~~~Manager~~ as required by the Riding Association Agreement; ~~and-~~

~~10.3.5. Other Positions as may be noted in the Riding Association Agreement.~~

10.1. The Members in adjacent British Columbia Electoral District each with 25 or more Members in good standing may, by majority vote at a meeting of the local Members for which every Member received at least ten days notice, seek the permission of the Provincial Council to establish a Green Party Regional Riding Association.

10.2. Membership in the Regional Riding Association is limited to Members who ordinarily reside in adjacent Ridings defined from time to time by the Government of British Columbia. All Party Members who ordinarily reside in the adjacent Ridings are members of the Regional Riding Association.

10.3. The Regional Riding Association coordination teams ("Regional Riding Coordination Teams") require a minimum of 4 Members, and shall include:

10.3.1. President, who shall supervise and have the responsibility for the management of the affairs and business of the Regional Riding Association as required by the Regional Riding Association Agreement;

10.3.2. Communications Coordinator, who shall perform the duties as required by the Regional Riding Association agreement;

**Comment [SH17]:** These changes are added to clarify the minimum number of roles necessary to form a functioning riding association, but also to allow riding associations to add additional positions should they have the luxury of more volunteers.

**Comment [SH18]:** These below sections are added to provide some clarity for the many new regional riding associations that we now have. The proposed rules are intended to substantially mirror the existing rules for riding associations.

10.3.3. Financial Coordinator, who shall perform the duties as required by the Regional Riding Association Agreement;

10.3.4. Database Coordinator, as required by the Regional Riding Association Agreement; and

10.3.5. Other Positions, including Riding Representatives or Riding Committees, as may be noted in the Regional Riding Association Agreement.

**Comment [SH19]:** The inclusion of the terms "Riding Representative" and Riding Committees has been added to encourage Regional Riding Associations to strive for representation from each of the ridings that form the regional riding association and to the regional RA the flexibility to include sub-committees if desired.

## 11. Municipal Groups and Candidates

11.1. In order for groups organizing municipal campaigns in British Columbia to be allowed to endorse candidates on the ballot or in the media using a name similar to that of the Party, or for such groups to be publicly endorsed by the Party:

11.1.1. the election platform of such groups and their candidates must be consistent with the Constitution of the Party; and

11.1.2. the group must apply to and be endorsed by an ordinary resolution of Provincial Council.

## 12. Ombudspersons

12.1. There shall be a male and a female ombudsperson ("Ombudspersons").

12.2. The Ombudspersons shall be elected in the same manner and according to the same rules as officers, but remain independent from Provincial Council.

12.3. The male Ombudsperson shall be elected on odd years and the female Ombudsperson shall be elected on even years.

12.4. If either Ombudsperson position becomes vacant, the remaining ombudsperson shall appoint an individual to fill the position within two months. If no appointment is made within the allotted time, Provincial Council may appoint an individual to fill the position.

12.5. The Ombudspersons shall follow the procedures as stipulated in the Code of Ethics and any resolutions of the membership in dealing with complaints against Party members and report on these cases to Provincial Council.

12.6. The Ombudspersons shall report to the Annual General Meeting.

## 13. Rules

13.1. The Rules the Provincial Council shall adopt are:

13.1.1. Structural Rules defining the roles and duties of the Councillors and their committees;

13.1.2. Election Rules governing procedures for Party elections; and

13.1.3. A Code of Ethics governing standards of conduct and disciplinary procedures.

13.2. The Rules shall be:

13.2.1. consistent with, and interpreted in light of, the Constitution and Bylaws;, and

13.2.2. binding upon all Members.

13.3. The customary practices of the Party shall serve as the Rules until they have been properly and formally adopted.

**Comment [SH20]:** The Party has now adopted the Rules so this sentence is unnecessary and creates confusion.

## 14. General

14.1. At each Annual General Meeting the Party shall appoint an auditor in accordance with requirements established by Elections BC to hold office until the next Annual General Meeting. The auditor:

14.1.1. may be removed by ordinary resolution;

14.1.2. shall be informed forthwith in writing of appointment or removal; and

14.1.3. may attend General Meetings.

14.2. A Councillor or employee of the Party shall not serve as auditor.

## 15. Amending these Bylaws

15.1. These Bylaws shall not be altered or added to except by a **Special Resolution** of the Members at a General Meeting.

Originally Adopted May 23, 2015 in Nanaimo, BC at the 2015 AGM and Convention; Revised June 3, 2018 in Kamloops, BC at the 2018 AGM and Convention.

**Comment [SH21]:** Special Resolution is a defined term