

# Constitution

Updated January 24, 2019

## 1. Name of the Society is Together Victoria Electors Association

## 2. Purpose of the Society is to

- a. operate as an elector organization promoting the election and work of candidates for local government office within the City of Victoria (which may include School Board);
- b. take action to create a city that is affordable and inclusive;
- c. prioritize infrastructure and initiatives that impact social and environmental justice;
- d. foster greater democratic engagement in local government.

## Bylaws of *Together Victoria Electors Association* (the “Society”)

### Part 1 – Definitions and Interpretation

#### Definitions

#### 1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time;

“**Election**” refers to a Council, Mayor, Capital Regional District, or School Board Trustee election within or overlapping the geographic boundaries of the City of Victoria;

“**Electors Organization**” is as defined in the *Local Government Act* of British Columbia as amended from time to time;

“**Meeting of the Society**” means all Annual General Meetings, General Meetings, and Nomination Meetings.

“**Members**” includes all Supporting Members, Active Members, and Nominated Candidates as defined in these bylaws;

#### Definitions in Act apply

#### 1.2 The definitions in the Act apply to these Bylaws.

#### Conflict with Act or regulations

#### 1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

## **Part 2 – Members**

### **Application for membership**

- 2.1** All applicants for membership must:
- a. submit to the Society a Membership Fee and completed application form, as set from time to time by Resolution of the Board;
  - b. be over the age of twelve [12];
  - c. not be a member of any other Electors Organization in Victoria.

### **Types of membership**

- 2.2** There shall be three types of membership:
- a. Supporting Member;
  - b. Active Member;
  - c. Nominated Candidate.

### **Supporting Member**

- 2.3** Supporting Members shall be any member who completes the requirements set out in 2.1 but does not meet the requirement to become an Active Member.
- 2.4** Supporting Members do not have voting privileges at any meeting of the society.

### **Active Member**

- 2.5** Active Members shall be any Supporting Members who have been a Supporting Member for more than thirty [30] days.
- 2.6** Active Members may vote in all Meeting of the Society.

### **Nominated Candidate**

- 2.7** A Nominated Candidate must be elected at a Nomination meeting. In the event of a by-election, or the resignation, incapacitation, or death of a Nominated Candidate, a new Nominated Candidate can be elected at a joint meeting of the board and the election planning committee if it is fewer than ninety [90] days from an election.
- 2.8** A Nominated Candidate automatically becomes an Active Member after the date of the election for which they were nominated.
- 2.9** If a Nominated Candidate holds a position on the Board at the time of their election to this type of membership, they are considered to have resigned that position.

- 2.10** Nominated Candidates shall have all the voting rights that are given to an Active Member.

#### **Member not in good standing**

- 2.11** A Member is not in good standing if the Member fails to pay the Member's annual membership dues. The Member is not in good standing for so long as those dues remain unpaid.
- 2.12** Notwithstanding other sections of these bylaws and Constitution, where a member submits their annual fee and was an active member in good standing within ninety (90) days following a lapse of membership, that individual shall be eligible to vote and stand for any position as if the individual's membership had been continuous.
- 2.13** A Member who is not in good standing may not vote at any meeting of the society.

#### **Termination of membership**

- 2.14** A person ceases to be a Member of the society:
- a. by delivering their resignation in writing to the Membership Secretary or by mailing or delivering it to the address of the society;
  - b. on their death;
  - c. on having been a Member not in good standing for more than 90 days,
  - d. by a unanimous resolution of the board or;
  - e. by a special resolution at a general meeting.

#### **Duties of members**

- 2.15** Every Member must uphold the constitution of the Society and must comply with these Bylaws.

#### **Membership fees**

- 2.16** Membership fees are set by the board of directors and may be waived by a majority vote. There are to be no membership fees for those who are unwaged.

## **Part 3 – Meetings of the Society**

#### **Annual General Meetings**

- 3.1** The Annual General Meeting shall be held once in every calendar year, not more than fifteen months following the last preceding meeting.

#### **General Meetings**

- 3.2** General Meetings may be called by:
- a. a quorate meeting of the directors;

- b. 10% of Active Members.

### **Nomination Meetings**

- 3.3 Nomination Meetings shall be held at least three [3] months and no more than ten [10] months in advance of an election.
- 3.4 There shall be a call for nominations at least thirty [30] days prior to the meeting to all members of the Society.

### **Notice for Meetings of the Society**

- 3.5 The Society shall give at least fourteen [14] days notice to all Members of a Meeting of the Society. Notice shall include:
  - a. the date, time and location of the meeting;
  - b. the proposed agenda for the meeting including any special resolutions or elections;
  - c. the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

### **Rules of Order**

- 3.6 All meetings of the society shall be governed by the most recent edition of Robert's Rules of Order unless otherwise specified in these bylaws.

### **Time and place for Meetings of the Society**

- 3.7 A Meeting of the Society must be held at the time and place the Board determines.

### **Ordinary business at an Annual General Meeting**

- 3.8 At an Annual General Meeting, the following business is ordinary business:
  - a. adoption of rules of order;
  - b. consideration of any financial statements of the Society presented to the meeting;
  - c. consideration of the reports, if any, of the directors or auditor;
  - d. election of directors;
  - e. appointment of an auditor, if any;
  - f. business arising out of a report of the directors not requiring the passing of a special resolution.

### **Chair of a Meeting of the Society**

- 3.9 The following individual is entitled to preside as the chair of a Meeting of the Society:
  - a. the individual, if any, appointed by the Board to preside as the chair;
  - b. if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair;

- i. a co-chair;
- ii. one of the other directors present at the meeting, if both co-chairs are unable to preside as the chair.

#### **Alternate chair of Meeting of the Society**

- 3.10** If there is no individual entitled under these Bylaws who is able to preside as the chair of a Meeting of the Society within 15 minutes from the time set for holding the meeting, the Active Members who are present must elect an individual present at the meeting to preside as the chair.

#### **Quorum required**

- 3.11** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of Active Members is present.

#### **Quorum for a Meeting of the Society**

- 3.12** The quorum for the transaction of business at a general meeting is three [3] Active Members or 10% of all Active Members, whichever is greater.

#### **Lack of quorum at commencement of meeting**

- 3.13** If, within 30 minutes from the time set for holding a Meeting of the Society, a quorum of voting members is not present,
- a. in the case of a meeting convened on the requisition of members, the meeting is terminated, and;
  - b. in any other case, the meeting stands adjourned until a time and place set by the Board, and if, at the continuation of the adjourned meeting, a quorum is not present within thirty [30] minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

#### **Adjournments by chair**

- 3.14** The chair of a Meeting of the Society may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

#### **Notice of continuation of adjourned a Meeting of the Society**

- 3.15** It is not necessary to give notice of a continuation of an adjourned Meeting of the Society or of the business to be transacted at a continuation of an adjourned Meeting of the Society except that, when a Meeting of the Society is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

#### **Proxy voting not permitted**

**3.16** Voting by proxy is not permitted.

### **Matters decided at Meeting of the Society by ordinary resolution**

**3.17** A matter to be decided at a Meeting of the Society must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **Part 4 – Election of Directors**

### **Election of directors**

**4.1** At each Annual General Meeting, the Active Members of the Society are entitled to vote in the election for each of the directors of the Board.

### **Directors may fill casual vacancy on Board**

**4.2** The Board may, at any time, appoint an Active Member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

### **Term of appointment of director filling casual vacancy**

**4.3** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

### **Directors under the age of 18**

**4.4** Active members who are 16 or 17 are eligible to hold a position on the board provided that a majority of the directors are individuals who are at least 18 years of age.

## **Part 5 – Board of Directors**

### **Composition of the Board**

**5.1** The board shall be comprised of the following:

- a. Table Officers,
- b. Directors at Large (8).

**5.2** The Table Officers shall consist of the following:

- a. two Co-Chairs of, at least ones of whom must not identify as cis-male;
- b. Membership Officer;
- c. Recording Officer;
- d. Treasurer.

**5.3** All Table Officers must be a have a primary address in the City of Victoria.

### **Role of Co-Chairs**

- 5.4** The Co-Chairs shall be the Chief Executive Officers of the Society and responsible for the following:
- a. being the principal spokespeople for the Society;
  - b. chairing all Society meetings;
  - c. supervising the internal affairs of the organization;
  - d. all other duties listed in these bylaws.

### **Role of Membership Secretary**

- 5.5** The Membership Secretary is responsible for the following:
- a. maintaining the records of all members;
  - b. all other duties listed in these bylaws.

### **Role of Recording Secretary**

- 5.6** The Recording Secretary is responsible for doing, or making the necessary arrangements for the following:
- a. taking minutes of general meetings and directors' meetings;
  - b. keeping the records of the Society in accordance with the Act;
  - c. filing the annual report of the Society and making any other filings with the registrar under the Act;
  - d. all other duties listed in these bylaws.

### **Role of Treasurer**

- 5.7** The Treasurer shall be the Financial Agent for the Society and responsible for the following:
- a. receiving and banking monies collected from the members or other sources;
  - b. keeping accounting records in respect of the Society's financial transactions;
  - c. preparing the Society's financial statements;
  - d. making the Society's filings respecting taxes, requirements by the Act or other legislation;
  - e. all other duties listed in these bylaws.

### **Role of Directors at Large**

- 5.8** Directors at Large are responsible for assisting the table officers in the operation of the society.

### **Absence of Recording Secretary from meeting**

- 5.9** In the absence of the Recording Secretary from a meeting, the Board must appoint another individual to act as Recording Secretary at the meeting.

## **Part 6 – Directors' Meetings**

### **Calling directors' meeting**

- 6.1 A directors' meeting may be called by the Co-Chairs or by any four [4] other directors.

### **Notice of directors' meeting**

- 6.2 At least two [2] days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

- 6.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **Conduct of directors' meetings**

- 6.4 The directors may regulate their meetings and proceedings as they think fit.

### **Quorum of directors**

- 6.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

## **Part 7 – Election Planning Committee**

- 7.1 Less than sixty [60] days after a Nomination Meeting the Board must strike an Election Planning Committee which is responsible for the planning and running the election campaign.
- 7.2 The membership of the Election Planning Committee is to be determined by the board but the Nominated candidate(s) or their designate may each have one seat on the Election Planning Committee but may not have 50% or more of the votes.
- 7.3 In the event that Nominated Candidates comprise 50% or more of the membership, their votes are prorated to only count for 49% of the vote of the Election Planning Committee.

## **Part 8 – Signing Authority**

### **Signing authority**

- 8.1 A contract or other record to be signed by the Society must be signed on behalf of the Society by two directors appointed as signing authorities by the Board.

- 8.2** In the case of statutory forms or other official documents that only permit one signature to be included, the second signing authority designated by the Board will review the document prior to its submission.

### **Part 9 - Notices to Members**

- 9.1** A notice may be given to a Member personally, by mail to the Member at the Member's registered address, or by email at the Member's email address most recently provided by the Member to the Membership Secretary.
- 9.2** A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 9.3** A notice sent by email is deemed to have been given the day after it was transmitted.

### **Part 10 - Borrowing**

- 10.1** In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 10.2** A debenture must not be issued without the authorization of a special resolution.

### **Part 11 - Amendments to Bylaws**

- 11.1** These bylaws must not be altered or added to except by special resolution at a general meeting of the society.