

Constitution

of the Green Party of Vancouver Society

The name of the Society is the **Green Party of Vancouver Society**.

The purposes of the Society are to:

1. Carry on the functions of a civic political party, and to nominate and support candidates for elected political positions and appointments in the City of Vancouver and "Electoral Area A" (UBC Endowment Lands);
2. Develop a community based democracy which encourages local decision making and control;
3. Work towards achieving the goal of a socially just, conserver Society;
4. Work towards an economic system based upon social equity and environmental principles;
5. Work towards social harmony and peace through the non-violent resolution of conflict;
6. Work in collaboration with Green parties provincially, federally and globally;
7. Uphold the core principles of the Charter of the Global Greens, including the principles of Ecological Wisdom, Social Justice, Participatory Democracy, Non-Violence, Sustainability and Respect for Diversity;
8. Do all such other things that are incidental, ancillary or conducive to the attainment and the exercise of the powers of the Society.

Bylaws

of the Green Party of Vancouver Society

1. Preamble - Interpretation

- a. In these Bylaws, unless the context otherwise requires:
- b. "Annual General Meeting" means a regularly scheduled annual meeting of the Members to be held every calendar year, but in no case held later than fifteen (15) months after the previous year's Annual General Meeting.
- c. "Board of Directors" means the board of directors of the Society whose composition is defined in these Bylaws.
- d. "Budget" means the annual financial planning document adopted and amended from time to time by the Board of Directors.
- e. "Bylaw" means a bylaw of the Society.
- f. "Directors" mean the directors of the Society for the time being.
- g. "Fiscal Year" means the period commencing on January 1 in any given calendar year, terminating on December 31.
- h. "Member" means a voting member of the Society with full voting rights at General Meetings and in elections, the right to run for and hold office as a member of the Board of Directors, and such other rights as are stipulated in the Society Act, these Bylaws, or are adopted by the Society from time to time.
- i. "Membership Fee" means the minimum required fee tendered to the Society by all Members, whether paid to the Society monthly or annually.
- j. "Member Not In Good Standing" means a member whose dues are in arrears up to one year.
- k. "General Meeting" means a general meeting of the Society's members.
- l. "Green Party of Vancouver Policies" means statements and principles adopted or amended from time to time by a two-thirds (2/3) Resolution of the Board of Directors.
- m. "In Camera" means a closed meeting and shall follow the rules pertaining to an executive session within the latest edition of Robert's Rules of Order, Newly Revised, insofar as such rules are consistent with the Bylaws and other rules of the Society.
- n. "Ordinary Resolution" means a resolution adopted by the Membership in a General Meeting that conforms to the requirements of such a resolution under the Society Act.
- o. "Registered Address" of a Member means the member's address as recorded in the Register of Members.
- p. "Resolution" means a resolution adopted by a simple majority of the votes cast, not including abstentions.
- q. "Rules of Order" mean the rules of order prescribed in the latest edition of Robert's Rules of Order, Newly Revised.
- r. "Society Act" means the Society Act of British Columbia currently in force and all amendments to it, or any successor legislation.
- s. "Special General Meeting" means any General Meeting of the Society other than the Annual General Meeting.
- t. "Special Resolution" means a resolution adopted by the membership in a General Meeting that conforms to the requirements of such a resolution under the Society Act.
- u. "Two-thirds (2/3) Resolution" means a resolution adopted by a majority vote where there are at least two (2) votes in favour for every one (1) vote opposed, not including abstentions.

v. "Voting Member" means a Member.

2. The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws.
3. Words importing the singular include the plural and vice-versa, and words importing a gender import any gender.
4. A corporation cannot be a Member.

Membership

5. The Members of the Society are those persons who become Members in accordance with these Bylaws and have not ceased to be Members.
6. Every Member must uphold the constitution and comply with these bylaws.
7. Members shall be those persons who:
 - a. are Members who submit to the Society a Membership Fee, as set from time to time by Resolution of the Board of Directors, but at no time more than ten dollars (\$10.00) annually;
 - b. live within the geographical boundaries of the City of Vancouver, including "Electoral Area A" (UBC Endowment Lands);
 - c. are not members of any other civic political party;
 - d. have been admitted to membership by a Resolution of the Board of Directors and have submitted the particulars of their personal information, including but not limited to:
 - i. full name;
 - ii. a residential Vancouver address;
 - iii. an address for electronic communication, when available.
8. All members shall ensure that the particulars of their personal information, as submitted in accordance with these Bylaws and maintained by the Society within its Register of Members pursuant to Section 70 of the Society Act, are accurate and up-to-date. Members shall notify the Membership Coordinator of any changes to their personal information.
9. Members shall be deemed to have renewed their membership automatically, and do not require Board of Directors approval to renew provided that they continue to submit their annual Membership Fee to the Society, and still live within the geographical boundaries of the City of Vancouver, including "Electoral Area A" (UBC Endowment Lands).
10. Memberships in the Society shall be for a one (1) year term, and shall commence on the day following the approval of membership by the Board of Directors.
11. Members whose dues are in arrears up to one year shall be deemed a Member Not In Good Standing. Membership status and privileges will be regained by Members Not In Good Standing upon paying their annual membership fee.

- 12.**The Board of Directors may, by Resolution, waive all or part of a Member's fee upon receiving the written request of that member to do so.
- 13.**Failure of the Board of Directors to approve in a timely manner the membership of a person who qualifies for Membership shall not be deemed sufficient reason to deny that person Membership voting privileges at a meeting.
- 14.**A person ceases to be a member of the Society:
- a. by delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society; or
 - b. on ceasing to be a resident of the City of Vancouver or "Electoral Area A" (UBC Endowment Lands); or
 - c. on his or her death; or
 - d. on being expelled by a Special Resolution of the members passed at a General Meeting; or
 - e. on having been a Member Not In Good Standing for twelve (12) consecutive months.
- 15.**The Board of Directors shall inform a person who applies for Membership of the reasons, based on this constitution and bylaws, for denying membership.

General Meetings

- 16.**The Society shall hold an Annual General Meeting every calendar year, but in no case held later than fifteen (15) months after the previous year's Annual General Meeting, at a place and time determined by the Board of Directors.
- 17.**Every General Meeting, other than an Annual General Meeting, is a Special General Meeting.
- 18.**The Chairperson, or such another individual as chosen by a Resolution of the Board of Directors, shall preside as Chairperson for all General Meetings of the Society. Notwithstanding this clause, the Membership may appoint a Chairperson from amongst the Members present at a meeting, by adopting an Ordinary Resolution to such an effect.
- 19.**The following business shall be conducted at an Annual General Meeting:
- a. receiving the financial statements of the Society that are required by the Society Act or these Bylaws;
 - b. receiving and approving the preceding Fiscal Year's financial statements;
 - c. appointing an Auditor, or deciding not to require the services of an Auditor;
 - d. electing the members of the Board of Directors;
 - e. receiving the reports of the Board of Directors with respect to the activities of the Society over the past year;
 - f. the consideration of any Ordinary Resolutions; and,
 - g. the consideration of any Special Resolutions, provided that due notice has been given as prescribed by the Society Act and/or these Bylaws.

- 20.**The Secretary of the Board of Directors shall, within twenty-one (21) calendar days, call a Special General Meeting of the Society upon:
- a. a two-thirds (2/3) Resolution of the Board of Directors; or
 - b. being served a petition stating the purpose of the General Meeting, duly signed by fifty (50) Voting Members or twenty per cent (20%) of the Society's Voting Members, whichever number totals the fewest.
- 21.**A petition requisitioning a General Meeting, pursuant to section 21.b of the Bylaws, may specify the location for such a meeting, provided that it is within the City of Vancouver, and reasonably accessible to the membership. Otherwise, the Board of Directors shall, by Resolution, decide the location of such a General Meeting. Regardless of whether or not the petitioners stipulated a date and time for the General Meeting, the Secretary of the Board of Directors shall have the authority to set the date and time of a General Meeting, but provided that such a date and time:
- a. falls within the hours of 8 a.m. – 9 p.m.; and
 - b. occurs on a day that is not a national or provincial holiday.
- 22.**Notice of a General Meeting shall be given to the members of the Society by:
- a. posting the particulars of the meeting upon the Society's website no less than thirty (30) days prior to the meeting, or such greater time as required by law; and
 - b. sending the particulars of the meeting to every member of the Society via electronic notice or by mail no less than thirty (30) days prior to the meeting, or such greater time as required by law.
- 23.**Notice of a General Meeting must specify the place, day, and hour of the General Meeting, and, in the case of special business, the general nature of that business. The accidental omission to give notice of a general meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice shall not invalidate proceedings at that General Meeting.
- 24.**A quorum for a General Meeting of the Society is achieved where the number of Voting Members present at such a meeting is equal to, or greater than, ten percent (10 percent) of the total Voting Members of the Society, or twenty-five (25) Voting Members, whichever number totals the fewest. Under no circumstances shall quorum be fewer than three (3) Voting Members.
- 25.**The nomination of candidates for a civic election shall be done in a General Meeting, provided that:
- a. the Society shall not nominate more candidates for a given electoral body than exist on that body;
 - b. the Society nominates at least one (1) candidate for each of the positions of City Council, School Board, and Parks Board;
 - c. any agreements with other civic political parties, such as joint-slate agreements or electoral accommodations, shall only be entered into with the approval of a Two-thirds (2/3) Resolution of the members present in a general meeting.

- 26.**Business, other than the election of a Chairperson and the adjournment or termination of the General Meeting, must not be conducted at a General Meeting at a time when a quorum is not present. If, at any time during a General Meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the General Meeting is adjourned or terminated.
- 27.**If within thirty (30) minutes from the appointed start time for a General Meeting, a quorum is not present, the General Meeting, if convened on the requisition of members, must be terminated, but in any other case, those present shall be deemed to be a quorum, but may only transact such business as is referred to in sections 19.a through 19.d of the Bylaws, but no other business.
- 28.**All persons who have held Membership in the Society for no less than fourteen (14) days prior to the General Meeting shall be able to vote at said General Meeting. Members Not In Good Standing can renew their membership at the door of the meeting and vote.
- 29.**A Voting Member present at a General Meeting is entitled to one (1) vote.
- 30.**Voting at a General Meeting shall be by a show of hands unless another method of voting is required by these bylaws, or has been determined by the Voting Members at the meeting, insofar as that method of voting is consistent with the Rules of Order.
- 31.**Voting by proxy shall be expressly prohibited at any General Meeting.

Board of Directors

- 32.**The Directors of the Society shall consist of the voting members of the Board of Directors, who shall be elected for two (2) year terms in accordance with this section.
- 33.**Subject at all times to the Society Act and these Bylaws, the management, administration, the control of property, revenue, and expenditures shall be vested in the Board of Directors.
- 34.**The Board of Directors:
 - a. shall approve new members and may deny membership in the Society based on the Constitution and Bylaws;
 - b. shall set the annual Budget of the Society;
 - c. may create committees, working groups, planning groups or any other such bodies as they see fit;
 - d. shall meet as the directors determine is needed;
 - e. shall set the time and place of its meetings no fewer than fourteen (14) days prior to a given meeting, and shall give reasonable notice of the meeting to its members and the Society's membership in any publicly accessible manner it sees fit;
 - f. may create non-voting positions on the Board of Directors;
 - g. shall keep minutes of its meetings;
 - h. shall determine the nomination process for Green candidates in a civic election, consistent with Bylaw 25;

- i. may authorize the Society to utilize different operational names, political names, trademarks, logos, etc. as required from time to time;
- j. may overrule a decision of the Executive Committee by a two-thirds (2/3) Resolution; and
- k. may create such Green Party of Vancouver Policies and Rules as it sees fit, provided that such Policies and Rules are consistent with the Society Act, the Constitution, and these Bylaws.

35.The voting members of the Board of Directors shall be:

- a. the eleven (11) duly elected Directors, elected by the Voting Members at an Annual General Meeting in a staggered election process in accordance with the following protocol:
 - i. at the first AGM under the staggered election protocol, all eleven (11) directors shall be elected by secret ballot, with those six (6) directors receiving the highest number of votes serving for two (2) years, and the remainder of those elected serving for one (1) year;
 - ii. at all subsequent AGMs, secret ballot elections shall be held in a manner in which all vacant director positions, and those with expiring terms, are put forward for election;
 - iii. in the event, for any reason, that there are more than six (6) director positions up for election at a given AGM, the terms of office of the newly elected directors shall be calculated in a similar manner as 35.a.i above, so the balance of directors beginning a two (2) year term is appropriately maintained.
- b. any Directors appointed in accordance with Bylaw 36 below, who have filled a vacancy.

36.The Directors may, at any time and by Resolution, appoint a Voting Member as a Director to fill a vacancy in the Directors. A Director so appointed holds office only until the conclusion of the next Annual General Meeting of the Society, but is eligible for re-election subject to candidacy eligibility criteria prescribed by the Bylaws and other rules of the Society.

37.A rule, made by the Society in a General Meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made. An act or proceeding of the Board of Directors is not invalid merely because there is fewer than the prescribed number of Directors in office.

38.A Member of the Board of Directors shall cease to be a Member of the Board of Directors by:

- a. submitting a letter of resignation to the Board of Directors;
- b. declaring their resignation verbally at a meeting of the Board of Directors;
- c. being expelled by a majority vote of the directors after missing three (3) consecutive regularly scheduled meetings of the Board of Directors;
- d. being expelled by a two-thirds (2/3) vote of the Board of Directors for failing to fulfill the duties of a member of the Board of Directors as outlined in these Bylaws.

Duties of the Members of the Board of Directors

- 39.**At the first meeting of the Board of Directors after an Annual General Meeting, the Directors shall elect from their number the following Executive Committee members:
- a. Chairperson;
 - b. Deputy-Chairperson;
 - c. Membership Coordinator;
 - d. Secretary; and
 - e. Treasurer.
- 40.**All Directors who are not members of the Executive Committee shall be considered At-Large Directors.
- 41.**The Board of Directors may:
- a. remove an individual from the Executive Committee by a two-thirds (2/3) Resolution. Any such removed Executive Committee member reverts back to being an At-Large Director;
 - b. remove an individual from the Executive Committee, by a majority Resolution, as a result of being absent, with or without 'regrets', from three (3) consecutive Executive Committee meetings.
- 42.**If, for any reason, a vacancy occurs in an Executive position, the Board of Directors shall appoint an eligible replacement from its number, in accordance with the Bylaws.
- 43.**The Chairperson shall:
- a. chair meetings of the Board of Directors, unless the board chooses another chair by Resolution;
 - b. issue notices of meetings of Directors, and take other steps as required to ensure that meetings of the Board of Directors are held in accordance with the Society Act and these Bylaws;
 - c. generally coordinate the activities of the other Directors in the course of their duties;
 - d. be the spokesperson of the Society; and
 - e. have such other duties as the Board of Directors determines from time to time.
- 44.**The Deputy-Chairperson shall:
- a. act as the Chairperson in any situation where the Chairperson is unavailable, unable or chooses not to act;
 - b. have such other duties as the Board of Directors determines from time to time.
- 45.**The Membership Coordinator shall:
- a. maintain the Register of Members of the Society;
 - b. conduct correspondence with the membership;
 - c. inform Members when their membership is about to lapse and inform Lapsed Members when their membership is about to expire;
 - d. issue notices of General Meetings of the membership and take other steps as required to ensure that meetings of the members

- are called in accordance with the Society Act and these Bylaws;
- e. have such other duties as the Board of Directors determines from time to time.

46.The Secretary shall:

- a. record the minutes of meetings of the Board of Directors and Executive Committee, unless either body chooses another minute taker by Resolution;
- b. maintain the files and records of the Society, and ensure the appropriate filings and information are up to date with the Registrar of Societies and such other government agencies as the law requires; and,
- c. have such other duties as the Board of Directors determines from time to time.

47.The Treasurer shall:

- a. maintain or cause to be maintained the financial records of the Society;
- b. maintain, or cause to be maintained, a list of financial supporters of the Society;
- c. annually prepare a draft Budget for the consideration of the Board of Directors, and;
- d. have such other duties as the Board of Directors determines from time to time.

48.The Executive Committee:

- a. shall manage and administer the daily operations of the Society, subject at all times to the authority vested in the Board of Directors;
- b. shall administer the Budget of the Society, as set by the Board of Directors;
- c. shall meet as it determines is required;
- d. shall keep minutes of its meetings, and shall forward such minutes to the Board of Directors for review.
- e. shall determine the signing officers of the Society;
- f. shall determine procedures for management of communications tools, including media releases and website;
- g. may, when prudent and timely, exercise the power and authority of the Board of Directors, provided that any such act must be:
 - i. communicated, at the first reasonable opportunity, to the entire Board of Directors;
 - ii. adopted via a two-thirds (2/3) Resolution of the Executive Committee; and
 - iii. subject to being overruled by the Board of Directors at its next scheduled meeting, pursuant to the Board of Director's authority granted in Section 34.j of these Bylaws.
- h. may make such other rules as may be considered necessary for the Society, provided such rules are consistent with the Constitution and Bylaws of the Society.

Board of Directors Meetings

49.This Bylaw prescribes the rules of order that shall apply to meetings of the Board of Directors.

- a. A quorum for conducting business at Board of Directors meetings shall be fifty per cent (50 percent) plus one of the current voting members of the board, excluding vacancies. In no case shall quorum be fewer than three (3) voting members.
- b. The Chairperson shall chair meetings of the Board of Directors, and shall call them to order once a quorum is present.
- c. In the event that the Chairperson is not present at any given meeting, the Deputy-Chairperson shall act as chair. In the event that neither is present, then the voting members of the Board of Directors may choose one of their number to chair the meeting.
- d. The Chairperson shall dissolve a sitting should no quorum be present within one (1) hour after the meeting's scheduled start time.
- e. If, at any time during the proceedings of a meeting, a quorum for business is no longer present, the Chairperson shall dissolve the meeting immediately following completion of any Main Motion currently on the floor.
- f. Each voting member of the Board of Directors shall be entitled to one (1) vote at meetings.
- g. Meetings of Board of Directors shall be open to all members of the Society, unless the Board of Directors, by manner of a two-thirds (2/3) Resolution, opts to go In Camera during their respective meetings. Upon a resolution to end an In Camera session, the meeting again becomes open to all members.
- h. Under no circumstances shall the Board of Directors have the authority to exclude voting members of the board from any meeting.
- i. Proxy voting shall be expressly prohibited at meetings of the Board of Directors.

Financial and Borrowing

50.The signing officers for the Society shall be determined by the Executive Committee, by Resolution.

51.The Treasurer shall present a draft Society Budget to the Board of Directors, for its approval, at least thirty (30) calendar days before the start of the Fiscal Year in each calendar year.

52.Financial instruments totaling less than three thousand dollars (\$3,000.00) shall be signed by no fewer than two (2) signing officers. Financial instruments totaling three thousand dollars (\$3,000.00) and any greater

amount shall be signed by no fewer than three (3) signing officers.

- 53.**In order to carry out the purposes of the Society, the Board of Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner it decides, and, in particular but without limiting that power, by the issue of debentures.
- 54.**A loan must not be sought or issued by the Society without the authorization of a two-thirds (2/3) Resolution of the Board of Directors.
- 55.** The Members may, by Resolution, restrict the borrowing powers of the Board of Directors, but the effect of such a Resolution expires immediately following next Annual General Meeting.

Bylaws and Amendments

- 56.**Each member is entitled to, and the Society must give to a member upon her request, for the sum of one dollar (\$1.00), a copy of the Society's current Constitution and Bylaws.
- 57.** These Bylaws must not be altered or added to except by Special Resolution, and in accordance with the Society Act.

Records

- 58.**The Society's records, including the minutes of the Board of Directors and Executive Committee, shall be kept for a minimum two (2) years, or such other length of time as required by law.
- 59.**The Society's Records may be inspected by the Members of the Society, upon reasonable notice having been given to the Chairperson, at a time jointly determined by the parties.
- 60.**The Society reserves the right to maintain appropriate confidentiality by not disclosing records in its possession that relate to personal information concerning members, its staff and other officers and confidential information concerning third parties, or other confidential matters.
- 61.** The Society reserves the right to maintain appropriate confidentiality by not disclosing records in its possession pertaining to In Camera meetings. After an appropriate time period has elapsed since a particular In Camera session, or after such time period to be determined by the Board of Directors, records pertaining to that session shall be released upon the written request of a Member. If, in the opinion of the Board of Directors, the In Camera records requested by a Member pursuant to the Bylaws still require the maintenance of confidentiality, then the Board of Directors may sever or remove all or part of the In Camera records so requested, but must provide the Member with a brief written summary of the information contained therein. Such a brief written summary shall be prepared in a manner that excludes all the appropriate information that, in the opinion of the Board of Directors, should continue to remain confidential.

62. Notwithstanding any other Bylaw, members of the Board of Directors, upon reasonable notice to the Chairperson, shall have access to review all the Society's records, documents and other materials, electronic or otherwise, which may be required in the exercise of their duties. However, the Chairperson may require any such individuals to sign confidentiality agreements as she sees fit.

Liability

63. Subject to the Society Act, the Society shall not be liable or responsible for any damages incurred directly or indirectly by the actions of a member, or members of the Society, unless such action has been expressly approved by the Society, and to the extent of any such liability or responsibility being incurred by the Society, the member causing the same shall indemnify the Society.

Rules of Order

64. The rules of order prescribed within the latest edition of Robert's Rules of Order, Newly Revised, shall apply at all Society meetings, to the extent of their consistency with the Society Act, these Bylaws, and any rules adopted from time to time by the Society.

65. Notwithstanding Bylaw 64 above, the Board of Directors may, by way of a two-thirds (2/3) Resolution, adopt variations to the procedural rules, such as "Green Rules", which shall supersede Bylaw 64 where appropriate. Such rules, if adopted, must be clearly outlined in a Green Party of Vancouver Rules of Order document, which the Executive Committee shall ensure is available at any Society meeting to which the rules are intended to apply, and on the Society's website. In the event that a Society meeting is held where the adopted Vancouver Green Party Rules of Order document has not been made available by the Executive Committee, the latest edition of Robert's Rules of Order, Newly Revised, shall apply without amendment.

66. The optional procedural rules outlined in Bylaw 65 above, if adopted, shall expire at the adjournment of the next scheduled Annual General Meeting of the Society.

Alterable and Unalterable Clauses

67. The Society may:

- a. Take or otherwise acquire and hold shares or stock debentures, debenture stock bonds, obligations and securities issued by any association or Company within the province of British Columbia or elsewhere;
- b. Acquire by gift, bequest, lease, enlarge or purchase any chattels, goods, lands, buildings or hereditaments, whether freehold or base-hold, for the use of the Society;
- c. Solicit or receive bequests, trusts, funds and property, and to hold, invest, administer and distribute funds and property for the

purposes of the Society as presently set out and in advancement of the Society's purposes.

- 68.**The activities of the Society shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society. This provision shall not prevent the payment of reasonable remuneration to any director, employee or contractor of the Society in return for services actually rendered to the Society that are over and above the regular duties as a Director.
- 69.**The Society cannot be wound up or dissolved without the consent of the Green Party Political Association of British Columbia.
- 70.**Paragraphs 67, 68, and 69 of the bylaws were previously alterable provisions in the Constitution.
- 71.**In the event of winding up or dissolution of the Society, funds and assets of the Society, remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such Green Party political organization(s) as may be determined by the Voting Members of the Society at the time of winding up or dissolution.
- 72.** Paragraph 70 of the bylaws was previously an unalterable provision in the Constitution.

- end -

Society originally formed, filed and registered by Registrar of Companies on September 29 2004 as Vancouver Green Party.

Current Name, Constitution and Bylaws adopted at members meeting dated May 24 2012, filed and registered by Registrar of Companies on December 14 2012, certified by Registrar of Companies on November 7 2016.

Constitution and Bylaws amended on November 10 2016 to shift alterable and unalterable clauses, without edit, from Constitution into the Bylaws because of transition to new Societies Act, effective November 28 2016.