



Vision Vancouver

Constitution & Bylaws

Constitution of Vision Vancouver Elector Association

1. The name of the Society is “Vision Vancouver Elector Association.”

2. The mission of the Society is:
 - (a) to be an open and inclusive municipal political organization committed to building a sustainable, livable, and prosperous Vancouver.
 - (b) through a shared commitment to progressive economic, social, and environmental values to work to create a Vancouver where everyone in our community is valued.

3. The key principles of the Society are a dedication to:
 - (a) improving the quality of life for every Vancouverite, regardless of their social identity or economic status;
 - (b) innovative and compassionate solutions to the challenges that face our city and our region;
 - (c) governance and the development of civil society;
 - (d) diversity, equality, and social justice;
 - (e) developing fair and supportive policies for business and a strong economy;
 - (f) being a democratic member-based organization that reflects Vancouver’s vibrancy and vitality.

4. The purposes of the Society are to:
 - (a) operate as an “elector organization” promoting the election and work of candidates for civic office within the City of Vancouver (which may include City Council, Park Board, and School Board) who support the principles above;
 - (b) build programs, public services, and policies that reflect the above principles;

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- (c) promote sustainable growth and development, employment opportunities, and a robust economy with a strong business sector;
- (d) foster a city where equality and the needs of diverse communities and cultures are respected;
- (e) create a city government that is accountable and fiscally responsible;
- (f) provide leadership in the protection of the environment;
- (g) support smart growth through a transit and transportation system that is accessible and affordable;
- (h) develop compassionate new solutions to Vancouver's social and economic challenges such as homelessness, addiction, safety and economic security;
- (i) ensure access to affordable housing for all Vancouverites, including middle-class, working, and low-income residents;
- (j) embrace and support arts and cultural activities to create a city that is creative and fun.

Bylaws of Vision Vancouver Elector Association

Part 1 — Interpretation

- 1.1 (a) In these bylaws, unless the context otherwise requires:
 - (i) “Directors” means the Directors of the Society for the time being;
 - (ii) “Society Act” means the Society Act of British Columbia from time to time in force and all amendments to it; and
 - (iii) “registered address” of a Member means the Member's address as recorded in the register of Members.
 - (b) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
- 1.2 Words importing the singular include the plural and vice versa.

Part 2 — Membership

- 2.1 The Members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become Members, in accordance with these bylaws and, in either case, have not ceased to be Members.
- 2.2 A person may apply to the Directors for Membership in the Society and on acceptance by the Directors is a Member.
- 2.3 A Member shall uphold the Society's key principles and purposes as outlined in the constitution and must comply with these bylaws.
- 2.4 Members shall:
 - (a) pay dues or an annual fee, with \$10 per year as the minimum. A member may pay such dues on behalf of any person who is that member's parent, spouse (including someone who has cohabited with the member in a marriage-like relationship for a period of at least two years), child, or who resides at the same address as that member". Payment must accompany every completed membership application. The Directors may, at their sole discretion, waive the membership fee for any applicant.
 - (b) agree to the terms and conditions of membership as set out in these bylaws and by the Directors.
 - (c) provide proof of identity when applying for Membership (e.g., credit card, bank account, driver's license, Care Card, passport). The Directors may, in their sole discretion apply this when a member registers at an event.
- 2.5 A person ceases to be a Member of the Society
 - (a) by delivering their resignation in writing to the secretary of Society 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 90 days
- 2.6 Any Member not abiding by any of the terms of Membership outlined in the bylaws may be expelled by a majority vote of the Directors.
- 2.7 A Member will be considered:
 - (a) "current" if their yearly Membership fee has been remitted,
 - (b) "lapsed" for up to three month following the expiration of their yearly Membership (but could become current again provided they remitted back dues during that three month period), and

- (c) “expired” after 90 days have passed in which no dues were remitted
- 2.8 In order to vote in the Society elections, a Member should be in good standing for a period of at least 30 days prior to the election.
- 2.10 The following may not be admitted to membership in Vision Vancouver:
- (a) any person who is a member of another Vancouver civic electoral party;
 - (b) any person younger than 15 years old.

Part 3 — Meetings of Members

- 3.1 General meetings of the Society must be held at the time and place, in accordance with the Society Act, that the Directors decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The Directors may, when they think fit, convene an extraordinary general meeting.
- 3.4 (a) Notice of a general meeting must specify the place, day, and hour of the meeting, and, in case of special business, the general nature of that business.
- (b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.
- 3.5 The first Annual General Meeting of the Society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.

Part 4 — Proceedings at General Meetings

- 4.1 Special business is

- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the Directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of Directors;
 - (vi) the appointment of the auditor, if required;
 - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.
- 4.2
- (a) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
 - (b) 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 meeting is adjourned or terminated.
 - (c) A quorum is 20 Members present or a greater number that the Members may determine at a general meeting.
 - (d) Roberts' Rules of Order shall apply to the conduct of business at a general meeting.
- 4.3
- If within 20 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present constitute a quorum.
- 4.4
- Subject to bylaw 4.5, the Co-Chairs of the Society or, in the absence of both, one of the other Directors present, must preside as chair of a general meeting.
- 4.5
- If at a general meeting

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- (a) there is no Co-Chair or other Director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the Co-Chairs and all the other Directors present are unwilling to act as the Chair, the Members present must choose one of their number to be the chair.
- 4.6
- (a) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (b) When a meeting is adjourned for 15 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
 - (c) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 4.7
- (a) A Member in good standing present at a meeting of Members is entitled to one vote, subject to section 4.8.
 - (b) Voting is by show of hands unless the person chairing the meeting decides that there will be a different method of voting on a particular motion, or the Directors have established a Rule under Part 8 providing for a different method of voting regarding a particular subject-matter.
 - (c) Voting by proxy is not permitted.
- 4.8
- Despite any other provision of these bylaws (including section 4.7) or the Society Act, a person is not eligible to vote at a meeting to nominate Vision Vancouver candidates to stand for public office, unless:
- (a) in the case of nomination of candidates for school trustee, the Member is a resident or eligible voter in the City of Vancouver or the University Endowment Lands;
 - (b) in the case of nomination of candidates for City Council or Park Board, the Member is a resident or eligible voter in the City of Vancouver.

Part 5 — Directors and Officers

- 5.1
- (a) The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these bylaws or by statute or

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otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to

- (i) all laws affecting the Society,
 - (ii) these bylaws, and
 - (iii) resolutions, not being inconsistent with these bylaws that are made from time to time by the Society in a general meeting.
- (b) 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.
- 5.2 (a) The number of Directors must be 11 or a greater number determined from time to time at a general meeting.
- (b) Candidates for Director must declare their intent to seek a nomination in writing 14 days in advance of an AGM, to the standing Co-Chairs.
- (c) To be elected as a director at an annual general meeting, a candidate must receive affirmative votes from a majority of the Members voting at that meeting. Where the number of members seeking election as a Director is greater than the number of vacant director positions a secret ballot vote must be conducted. Balloting procedures must be established from time to time by the Directors to satisfy this requirement.
- (d) The term of office of a Director ends at the second Annual General Meeting after the director was elected, unless section 5.4(b) applies.
- 5.3 (a) The officers of the Society are the two Co-Chairs, Treasurer, Recording/Corresponding Secretary, and Membership Secretary.
- (b) The officers of the Society shall be chosen from among the Directors by the Directors, and may be removed and replaced by the Directors from time to time.
- (c) The Directors shall meet as soon as possible after each Annual General Meeting to choose by consensus or a majority vote, whom among them shall fill vacant officer positions.
- (d) If after an annual general meeting a successor to an officer position is not elected, the person previously elected or appointed continues to hold office provided that person remains a Director.
- 5.4 (a) The Directors may at any time and from time to time appoint a Member as a Director to fill a vacancy in the Directors.

- (b) 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 at the meeting.
- 5.5
- (a) A Director may resign by providing written notice of their resignation in to the standing Co-Chairs.
 - (b) An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.
- 5.6
- (a) The Members may, by special resolution, remove a Director, before the expiration of the Director's term of office, and may elect a successor to complete the term of office.
 - (b) The Directors, with a 75% majority of those Directors present at a duly convened meeting of the Directors, may remove a Director for missing two consecutive meetings without notice of leave or notice by email, telephone, text, or in writing 24 hours in advance of missing the meetings.
 - (c) A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

Part 6 — Proceedings of Directors

- 6.1
- (a) The Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
 - (b) The Directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the Directors then in office.
 - (c) Any six Directors may at any time convene a meeting of the Directors, provided all Directors are notified of the meeting and given the opportunity to attend.
- 6.2
- (a) The Directors may establish such committees as appropriate and delegate some but not all of their powers to such committees. Committees shall consist of at least one Director who shall be the committee Chair and such other members as the Directors think fit.
 - (b) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing

done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.

- 6.3 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 15 minutes after the time appointed for holding the meeting, the Members of the committee must choose one of their number to be the chair of the meeting, who shall have the right to adjourn said meeting.
- 6.4 Committees shall meet and adjourn at the discretion of the committee chair.
- 6.5 For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of Members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.
- 6.6 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by email, letter, or text, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of Directors is not required to be sent to that Director, and
 - (b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director, if a quorum of the Directors is present, are valid and effective.
- 6.7 (a) Questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes.
- (b) In the case of a tie vote, the chair does not have a second or casting vote.
- 6.8 A resolution proposed at a meeting of Directors or committee of Directors need not be seconded, and the Chair of a meeting may move or propose a resolution.
- 6.9 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

Part 7 — Duties of Officers

- 7.1 (a) A “Co-Chair” presides at all meetings of the Society and of the Directors.

- (b) The Co-Chairs are the chief executive officers of the Society and must supervise the other officers in the execution of their duties.
 - (c) One Co-Chair shall act as “Internal Chair,” presiding over the internal management of the Society, while the other will act as “External Chair,” being the spokesperson of the Society.
- 7.2 The “Membership Secretary” shall maintain the register of Members.
- 7.3 The “Recording/ Corresponding Secretary” shall:
- (a) issue notices of meetings of the Society and Directors;
 - (b) keep minutes of all meetings of the Society and Directors;
 - (c) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - (d) conduct the correspondence of the Society.
 - (e) ensure that the Society is current and in compliance with all regulatory statutory filing requirements of the Society Act
- 7.4 In the absence of the Recording Secretary from a meeting, the Directors must appoint another person to act as secretary at the meeting.
- 7.5 The "Treasurer" shall:
- (a) keep the financial records, including books of account, necessary to comply with the Society Act, and
 - (b) render financial statements to the Directors, Members and others when required.

Part 8 — Rules

- 8.1 The Directors may establish rules from time to time that are not inconsistent with these bylaws concerning the operational activities of the Society, including rules for the selection for candidates who may be nominated or endorsed by the Society.

Part 9 — Borrowing

- 9.1 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.
- 9.2 A debenture must not be issued without the authorization of a special resolution.

Part 10 — Notices to Members

- 10.1 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 secretary.
- 10.2 (a) 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.
- (b) A notice sent by email is deemed to have been given the day after it was transmitted.
- (c) Only current and lapsed Members are entitled to receive notice of a meeting.

Part 11 — Bylaws

- 11.1 On being admitted to Membership, each Member is entitled to, and the Society must give the Member without charge, a copy of the constitution and bylaws of the Society.
- 11.2 These bylaws must not be altered or added to except by special resolution.