

**BC Resources
Coalition Society
Bylaws**

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Bylaws of BC Resource Coalition (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.

“**Debenture**” means an instrument, secured or unsecured, issued by a corporation in accordance with the *BC Corporations Act*.

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 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application and payment of appropriate membership dues.

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.3 The amount of the annual membership dues, if any, shall be determined by the Board.

2.3.a The first directors of the Society are exempt from Membership dues.

Classes of membership

- 2.4 There are three classes of members: Casual Members, Corporate Members, and Full Members. Casual and Corporate members are non-voting members of the Society. The Board shall define the qualifications of each class of membership.

Member not in good standing

- 2.5 A member is not in good standing if:
- 2.5.a the member fails to pay the member's annual membership dues, if any;
 - 2.5.b the member fails to pay any other subscription or debt due and owing by the member to the Society; or
 - 2.5.c The member has provided false or misleading information on their membership application,
- And the member is not in good standing for so long as items (a) through (c) remain outstanding.

Member not in good standing may not vote

- 2.6 A voting member who is not in good standing
- 2.6.a may not vote at a general meeting, and
 - 2.6.b is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of Membership

- 2.7 A person ceases to be a member of the Society:
- 2.7.a By delivering his or her resignation in writing to the Secretary of the Society or my mailing or delivering his or her resignation to the address of the Society;
 - 2.7.b On his or her death, or in the case of a corporation, on dissolution;
 - 2.7.c On being expelled in accordance with the Bylaws or under section 70(2) of the Act; or
 - 2.7.d On having been a member not in good standing for 3 consecutive months.
- 2.8 A member in the Society may be expelled by a special resolution passed at a general meeting. Before a member is expelled, the society must:
- 2.8.a Send to the member written notice of the proposed expulsion, including reasons; and

- 2.8.b** Give the member a reasonable opportunity to make representation to the Society respecting the proposed expulsion.

Commented [DH1]: Jacqueline to review and offer suggestions.
December 11/19

Part 3 — General Meetings of Members

Time and place of general meeting

- 3.1** A general meeting must be held at the time and place the Board determines. General meetings may be in person, by telephone or by other communications medium so long as all members participating in the meeting are able to communicate with each other.

Ordinary business at general meeting

- 3.2** At a general meeting, the following business is ordinary business:
- 3.2.a** Adoption of rules of order, which shall be Robert's Rule of Order;
 - 3.2.b** Consideration of any financial statements of the Society presented to the meeting;
 - 3.2.c** Consideration of the reports, if any, of the directors or auditor;
 - 3.2.d** Election or appointment of directors;
 - 3.2.e** Appointment of an auditor, if any;
 - 3.2.f** Business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

- 3.3** A notice of a general meeting must state 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. The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any of the members entitles to receive notice does not invalidate proceeding at the meeting.

Chair of general meeting

- 3.4** The following individual is entitled to preside as the chair of a general meeting:
- 3.4.a** the individual, if any, appointed by the Board to preside as the chair;
 - 3.4.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,
 - 3.4.b.i** the president, or
 - 3.4.b.ii** the vice-president, if the president is unable to preside as the chair, or

3.4.b.iii one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.6 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 voting members is present.

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

3.8.a in the case of a meeting convened on the requisition of members, the meeting is terminated, and

3.8.b in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 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.

If quorum ceases to be present

3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.10 The chair of a general meeting 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 general meeting

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

Order of business at general meeting

- 3.12** The order of business at a general meeting is as follows:
- 3.12.a** elect an individual to chair the meeting, if necessary;
 - 3.12.b** determine that there is a quorum;
 - 3.12.c** approve the agenda;
 - 3.12.d** approve the minutes from the last general meeting;
 - 3.12.e** deal with unfinished business from the last general meeting;
 - 3.12.f** if the meeting is an annual general meeting,
 - 3.12.f.i** receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - 3.12.f.ii** receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - 3.12.f.iii** elect or appoint directors, and
 - 3.12.f.iv** appoint an auditor, if any;
 - 3.12.g** deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
 - 3.12.h** terminate the meeting.

Methods of voting

- 3.13** At a general meeting, voting must be by a show of hands, voice or a telecommunications means approved by the members or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

- 3.14** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

- 3.15** Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

- 3.16** A matter to be decided at a general meeting 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.

Matters decided at general meeting by ordinary resolution

- 3.17** The first annual general meeting of the Society must be held not more than 15 months after the date of incorporation of the Society 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 annual general meeting.

Part 4 — Directors

Powers of Directors

- 4.1** The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of:
- 4.1.a** All laws affecting the Society; and
 - 4.1.b** These Bylaws, and
 - 4.1.c** Rules properly enacted by the Board;
- 4.2** 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.
- 4.3** In order to carry out the purposes of the Society, the directors may, on behalf 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.

Management

4.4 The affairs of the Society will be managed by the Board.

Number of directors on Board

4.5 The Society must have no fewer than 3 and no more than 20 directors or such other number as may be determined from time to time by special resolution.

Election or appointment of directors

4.6 The Directors will be elected at the annual general meeting by the voting membership for terms of 2 years. Notice of prospective candidates for election will be included in the notice of the meeting provided to the membership. Except for the directors who incorporated the Society, only members who have been voting members may stand for election.

Directors' term of office

4.7 The term of office for the first directors of the Society shall be 2 years.

4.8 A director may be elected or appointed for one or more 2 year terms.

Directors may fill casual vacancy on Board

4.9 The directors may, at any time, appoint a member as a director to fill a vacancy in the directors.

4.10 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 or appointment at the meeting subject to terms established by the board.

An act or proceeding of the directors is not invalid if merely because there are less than the proscribed number of directors in office.

When a Director ceases to hold office

4.11 A director ceases to hold office when:

4.10.a The director's term of office expires; or

4.10.b The director resigns or dies; or

4.10.c The director is removed from office by a special resolution.

Part 5 — Directors' Meetings

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

5.2 At least 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

5.3 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

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

Quorum of directors

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

Part 6 — Board Positions

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

6.1.a President;

6.1.b Vice-President;

6.1.c Secretary;

6.1.d Treasurer;

Directors at Large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of President

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of Vice-President

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of Secretary

- 6.5** The Secretary is responsible for doing, or making the necessary arrangements for, the following:
- 6.5.a** Issuing notices of general meetings and directors' meetings;
 - 6.5.b** Taking minutes of general meetings and directors' meetings;
 - 6.5.c** Keeping the records of the Society in accordance with the Act;
 - 6.5.d** Conducting the correspondence of the Board;
 - 6.5.e** Filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of Secretary from meeting

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

Role of treasurer

- 6.7** The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- 6.7.a** receiving and banking monies collected from the members or other sources;
 - 6.7.b** keeping accounting records in respect of the Society's financial transactions;
 - 6.7.c** preparing the Society's financial statements;
 - 6.7.d** making the Society's filings respecting taxes.

Committees

- 6.8** The Board may from time to time appoint advisory boards, task groups or committees as the Board determines will be in the interests of the Society.
- 6.9** The Board may as it thinks fit delegate any, but not all, of its powers to committees and the Board may revoke such delegation at any time. The Board must establish the terms of reference for and rules applicable to each committee.
- 6.10** Subject to any terms of reference or rules set by the Board, the members of a committee may conduct their business, meet and adjourn as they think proper.

Part 7 — Remuneration of Directors and Signing Authority

Remuneration of directors

- 7.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

- 7.2** A contract or other record to be signed by the Society must be signed on behalf of the Society
- 7.2.a** by the president, together with one other director,
- 7.2.b** if the president is unable to provide a signature, by the vice-president together with one other director,
- 7.2.c** if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- 7.2.d** in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Insurance of Directors

- 8.1** The Board must cause the Society to purchase and maintain insurance for the benefit of any person who is serving or has served as a director of the Society against liability incurred by that person while acting as director.