



NUMBER: S-38515

***SOCIETY ACT***

**CERTIFICATE OF INCORPORATION**

*I Hereby Certify that*

**VANCOUVER FIRE FIGHTERS' CHARITABLE SOCIETY**

has this day been incorporated under the *Society Act*

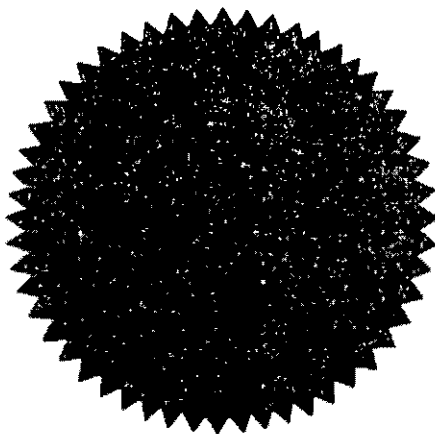
*Issued under my hand at Victoria, British Columbia*

*on June 24, 1998*

A handwritten signature in black ink, appearing to read "J. Powell".

JOHN S. POWELL

Registrar of Companies  
PROVINCE OF BRITISH COLUMBIA  
CANADA





File Number: S-38515

**VANCOUVER FIRE FIGHTERS' CHARITABLE SOCIETY**

**I hereby certify that the documents attached hereto are copies of documents filed with the Registrar of Companies on June 24, 1998**

**JOHN S. POWELL  
Registrar of Companies**

**FORM 1  
SOCIETY ACT**

**CONSTITUTION**

1. The name of the society is **Vancouver Fire Fighters' Charitable Society.**
2. The purposes of the society are:
  - (a) to raise money for medical care facilities in British Columbia
  - (b) to raise money for public education
  - (c) to provide bursaries for community service and scholastic achievement
  - (d) to assist members of the community of Vancouver, B.C. who have been affected by traumatic wounds, injuries or incidents
  - (e) to raise money for medical and health care research

**BYLAWS**

The bylaws of the society are those set out in Schedule B to the Society Act.

Dated June 15, 1998.

**Witness(es)**

[Redacted Signature]

Linda Pollard

[Redacted Signature]

Linda Pollard

[Redacted Signature]

Linda Pollard

[Redacted Signature]

**Applicants for Incorporation**

[Redacted Signature]

Rodney MacDonald

[Redacted Signature]

Ian Henis

[Redacted Signature]

Robert Chapman

[Redacted Signature]



Linda Pollard




Linda Pollard



Robert Hall



Allan Gregory



by \_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Relationship to Society)

\* Fill in the proper number.

(NOTE—(a) An Annual Report must be filed with the Registrar of Companies within 30 days after each Annual General Meeting.

(b) If the society has an auditor his report must be attached to the financial statement. If the society does not have an auditor the financial statement must be signed by two directors.)

1977-80-Sch. A: B.C. Reg. 381/83.

## SCHEDULE B

### SOCIETY ACT

BYLAWS OF \_\_\_\_\_  
(Name of Society)

#### Part 1 — Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
  - (a) "directors" means the directors of the society for the time being;
  - (b) "Society Act" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
  - (c) "registered address" of a member means his address as recorded in the register of members.
- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

#### Part 2 — Membership

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
4. A person may apply to the directors for membership in the society and on acceptance by the directors shall be a member.
5. Every member shall uphold the constitution and comply with these bylaws.
6. The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the society.
7. A person shall cease to be a member of the society
  - (a) by delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
  - (b) on his death or in the case of a corporation on dissolution;
  - (c) on being expelled; or
  - (d) on having been a member not in good standing for 12 consecutive months.
8. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
- (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

9. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid.

*Part 3 — Meetings of Members*

10. General meetings of the society shall be held at the time and place, in accordance with the *Society Act*, that the directors decide.

11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

12. The directors may, when they think fit, convene an extraordinary general meeting.

13. (1) Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.

(2) 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.

14. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall 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*

15. Special business is

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business transacted at an annual general meeting, except.

- (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; and
- (vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

16. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(2) 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 or terminated.

(3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.

17. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall 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.

18. Subject to bylaw 19, the president of the society, the vice president or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.

19. If at a general meeting

- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for, holding the meeting; or
  - (b) the president and all the other directors present are unwilling to act as chairman,
- the members present shall choose one of their number to be chairman.

20. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

21. (1) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
- (2) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
22. (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands.
- (3) Voting by proxy is not permitted.
23. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the society.

*Part 5 — Directors and Officers*

24. (1) The directors may exercise all the powers and do all the acts and things that 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
- (a) all laws affecting the society;
  - (b) these bylaws; and
  - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
- (2) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
25. (1) The president, vice president, secretary, treasurer and one or more other persons shall be the directors of the society.
- (2) The number of directors shall be 5 or a greater number determined from time to time at a general meeting.
26. (1) The directors shall retire from office at each annual general meeting when their successors shall be elected.
- (2) Separate elections shall be held for each office to be filled.
- (3) An election may be by acclamation, otherwise it shall be by ballot.
- (4) If no successor is elected the person previously elected or appointed continues to hold office.
27. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.
28. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
- (2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
29. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
30. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

*Part 6 — Proceedings of Directors*

31. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.
- (3) The president shall be chairman of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as chairman; but if neither is present the directors present may choose one of their number to be chairman at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.
32. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

33. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.

34. The members of a committee may meet and adjourn as they think proper.

35. 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.

36. 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 letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

(a) no notice of meeting of directors shall 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 shall, if a quorum of the directors is present, be valid and effective.

37. (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.

(2) In case of an equality of votes the chairman does not have a second or casting vote.

38. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.

39. 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*

40. (1) The president shall preside at all meetings of the society and of the directors.

(2) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.

41. The vice president shall carry out the duties of the president during his absence.

42. The secretary shall

(a) conduct the correspondence of the society;

(b) issue notices of meetings of the society and directors;

(c) keep minutes of all meetings of the society and directors;

(d) have custody of all records and documents of the society except those required to be kept by the treasurer;

(e) have custody of the common seal of the society; and

(f) maintain the register of members.

43. 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.

44. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.

(2) When a secretary treasurer holds office the total number of directors shall not be less than 5 or the greater number that may have been determined pursuant to bylaw 25 (2).

45. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

#### *Part 8 — Seal*

46. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.



47. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and secretary treasurer.

#### Part 9 — Borrowing

48. 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 the foregoing, by the issue of debentures.

49. No debenture shall be issued without the sanction of a special resolution.

50. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

#### Part 10 — Auditor

51. This Part applies only where the society is required or has resolved to have an auditor.

52. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

53. At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

54. An auditor may be removed by ordinary resolution.

55. An auditor shall be promptly informed in writing of appointment or removal.

56. No director and no employee of the society shall be auditor.

57. The auditor may attend general meetings.

#### Part 11 — Notices to Members

58. A notice may be given to a member, either personally or by mail to him at his registered address.

59. A notice sent by mail shall be deemed to have been given on the second day following that 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.

60. (1) Notice of a general meeting shall be given to

- (a) every member shown on the register of members on the day notice is given; and
- (b) the auditor, if Part 10 applies.

(2) No other person is entitled to receive a notice of general meeting.

#### Part 12 — Bylaws

61. On being admitted to membership, each member is entitled to and the society shall give him, without charge, a copy of the constitution and bylaws of the society.

62. These bylaws shall not be altered or added to except by special resolution.

1977-80-Sch. B.

### SCHEDULE C

#### SOCIETY ACT

#### TABLE OF FEES

1. For incorporation, amalgamation or restoration of a society	\$ 60.00
2. For filing a notice, list, return or other document required by this Act	5.00
3. For certificate of true copy or extract	25.00
4. For each search conducted through the B.C. OnLine information service using a person's own computer terminal	5.00
5. For each search conducted by a person using a computer terminal provided by the Province	6.00

*See fee schedule*



# **SOCIETY ACT**

## **COPY OF RESOLUTION**

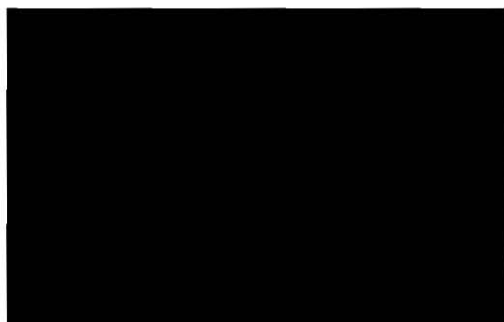
The following is a copy of

- ☒ a special resolution\* passed  
☐ an ordinary resolution  
☐ a directors' resolution

in accordance with the by-laws of the Society on the 3rd day of December, 2013  
(Day) (Month) (Year)

"RESOLVED

Please see attached two (2) pages.



(3 Pages)

I CERTIFY THIS IS A COPY OF A  
DOCUMENT FILED ON

**AUG 07 2014**

*[Signature]*  
**17 CAROL PREST**  
**REGISTRAR OF COMPANIES**  
**PROVINCE OF BRITISH COLUMBIA**

Dated this 18th day of January, 2014  
(Day) (Month) (Year)

**VANCOUVER FIRE FIGHTERS' CHARITABLE SOCIETY**

by [Redacted Signature] (Name of Society) Lawyer  
(Signature) (Relationship to Society)

**\* Strike out words which do not apply.**

- [Note — (a) No special resolution has effect until accepted by the Registrar of Companies.  
 (b) Send, in duplicate, to the Registrar of Companies.  
Mailing Address: PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.  
Location Address: 200 – 940 Blanshard Street, Victoria BC V8W 3E6 together with applicable fee.  
 Telephone number: 1 877 526-1526.]

**Filing Fee: \$50.**

Additional information and forms are available on the Internet at: [www.bcregistryservices.gov.bc.ca](http://www.bcregistryservices.gov.bc.ca)

**Freedom of Information and Protection of Privacy Act (FOIPPA):**

Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the Society Act for the

**SOCIETY ACT**  
**COPY OF RESOLUTION**

The following is a copy of a special resolution passed in accordance with the by-laws of the Society on December 3<sup>rd</sup>, 2013.

**RESOLVED AS A SPECIAL RESOLUTION THAT CLAUSE 2 OF THE CONSTITUTION BE RESCINDED AND REPLACED BY THE FOLLOWING, AND CLAUSES 3, 4 AND 5 BE ADDED TO THE CONSTITUTION, AS FOLLOWS:**

**"2.** The purposes of the Society are to:

- a) Raise money and make grants to qualified donees as described in the Income Tax Act (Canada) whose activities benefit the City of Vancouver and its citizens, British Columbia and its citizens, or both,
- b) Provide scholarships and bursaries to students at educational institutions that are qualified donees as described in the Income Tax Act (Canada),
- c) Relieve poverty by providing basic amenities, including food and clothing, to poor and low income families and seniors in greater Vancouver,
- d) Provide support services for aged persons in greater Vancouver, in particular equipment and education with regard to emergencies,
- e) Establish and maintain memorials to fire fighters, particularly those who die in the line of duty,
- f) Assist individuals in Vancouver, B.C. who have been affected by traumatic wounds, injuries, disease, and accidents, and
- g) Do all such other things as are incidental and ancillary to the attainment of these purposes.

**3.** The activities and purposes of the Society must be carried on without purpose of gain for its members, and any income, profits or other accretions must be used to promote the purposes of the Society. This provision is unalterable.

**4.** A director must not be remunerated for acting as a director, but a director may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society. This provision is unalterable.

5. In the event of the winding-up or dissolution of the Society, all the assets of the Society remaining after the payment or satisfaction of its liabilities, including the remuneration (if any) of a liquidator, payment to employees of the Society of any arrears of salaries or wages, and payment of any debts of the Society, must be given to organizations that are qualified donees as described in the Income Tax Act (Canada) and that:

- a) have purposes similar to those of the Society, or
- b) are designated by the members of the Society at the time of winding-up or dissolution.

This provision is unalterable."

Dated January 18<sup>th</sup>, 2014

Vancouver Fire Fighters' Charitable Society

by: [REDACTED]

Anders I. Ourom [REDACTED]



**BRITISH  
COLUMBIA**

The Best Place on Earth

Form 10  
(Section 66 and 67)

Certificate of  
Incorporation No. S-38515

**SOCIETY ACT**

I CERTIFY THIS IS A COPY OF A  
DOCUMENT FILED ON

**COPY OF RESOLUTION**

DEC 22 2010

The following is a copy of

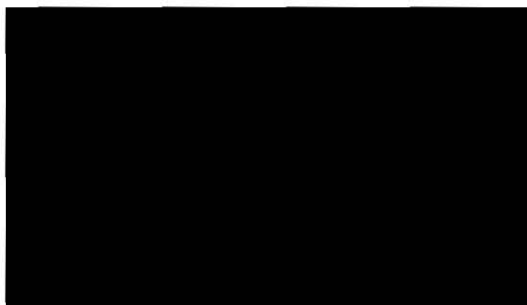
- ☒ a special resolution\* passed  
☐ an ordinary resolution  
☐ a directors' resolution

  
26 **RON TOWNSHEND**  
REGISTRAR OF COMPANIES  
PROVINCE OF BRITISH COLUMBIA

in accordance with the by-laws of the Society on the 7th day of December, 2010 :  
(Day) (Month) (Year)

"RESOLVED

Please see attached eleven (11) pages.



Dated this 11th day of December, 2010 ."  
(Day) (Month) (Year)

Vancouver Fire Fighters' Charitable society

by  of Society)   
(Signature) (Relationship to Society)

\* Strike out words which do not apply.

- [Note — (a) No special resolution has effect until accepted by the Registrar of Companies.  
(b) Send, in duplicate, to the Registrar of Companies.  
Mailing Address: PO Box 9431 Stn Prov Govt,  
Victoria BC V8W 9V3.  
Location Address: 2nd Floor – 940 Blanshard Street,  
Victoria BC together with applicable fee.  
Telephone number: 250 356-8609.]

**Filing Fee:** Special resolution, except a special resolution for borrowing, \$50. Special resolution for borrowing \$40.  
Ordinary resolution \$40. Directors' resolution \$40.

Additional information and forms are available on the Internet at: [www.fin.gov.bc.ca/registries](http://www.fin.gov.bc.ca/registries)

**Freedom of Information and Protection of Privacy Act (FOIPPA):**

Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the Society Act for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Executive Coordinator of the BC Registry Services at 250 356-1198, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

(Sections 66 and 67)

Certificate of  
Incorporation No. S-38515

## **SOCIETY ACT**

### **Copy of Resolution**

The following is a copy of a special resolution passed in accordance with the by-laws of the Society on December 7<sup>th</sup>, 2010.

**RESOLVED AS A SPECIAL RESOLUTION THAT THE BYLAWS BE RESCINDED, AND REPLACED WITH THE FOLLOWING:**

### **"BYLAWS**

#### ***Part 1 - Interpretation***

1.1 In the constitution and these bylaws:

- a) "Act" means the Society Act,
- b) "AGM" means an annual general meeting,
- c) "Board" or "Board of Directors" means the directors of the Society for the time being, acting as a body,
- d) "director" means a director of the Society,
- e) "Society" means Vancouver Fire Fighters' Charitable Society,
- f) "general meeting" means an AGM or a special general meeting,
- g) "member" means a member of the Society,
- h) "registered address" means a member's address as recorded in the register of members,
- i) "written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, fax and other electronic means,
- j) "constitution", "bylaws", "special resolution", "register of members" and "ordinary resolution" have the meaning given to them in the Act, and
- k) the singular includes the plural and vice versa.

1.2 The definitions in the Act on the date these bylaws become effective apply to these bylaws.

1.3 Each member is entitled to and the Society must on request give the member a copy of the constitution and bylaws, without charge.

1.4 The constitution and bylaws, where alterable, can only be amended or added to by special resolution.

#### ***Part 2 - Membership***

2.1 1) The members of the Society are the applicants for incorporation and those persons who subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.

- 2) A member must be a person who is:
  - a) an active member in good standing of Local 18, International Association of Fire Fighters, pursuant to its bylaws, and
  - b) an employee of the City of Vancouver.
- 2.2 An application for membership must:
  - a) be in writing and in a form approved by the Board,
  - b) include the full name, home address, e-mail address, and telephone number of the applicant, and
  - c) include annual membership dues, if required.
- 2.3
  - 1) A person may apply to the Board for membership, and on acceptance by the Board and payment of annual membership dues is a member.
  - 2) The Board may in its sole discretion approve, postpone, or refuse an application for membership.
  - 3) The amount of annual membership dues (if any), and the date by which they must be paid, must be determined by the Board.
- 2.4
  - 1) Membership is not transferable.
  - 2) Membership must be renewed annually, by or before the time the AGM begins.
- 2.5 Every member and director must comply with:
  - a) the Act,
  - b) the constitution and bylaws of the Society,
  - c) any rules, regulations and policies made by the Society, and
  - d) any rules of order governing the conduct of general meetings and of meetings of the Board.
- 2.6 A member ceases to be a member on:
  - a) delivering a written resignation to the Society,
  - b) death,
  - c) having been a member not in good standing for 30 days,
  - d) being expelled, or
  - e) ceasing to be an active member in good standing of Local 18, International Association of Fire Fighters, pursuant to its bylaws, or an employee of the City of Vancouver.
- 2.7 A member becomes a member not in good standing on failing to pay:
  - a) a debt due and owing to the Society, or
  - b) annual membership dues by the date set by the Board.

- 2.8 1) A member may be expelled by special resolution.
- 2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 3) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

### ***Part 3 - Meetings of Members***

- 3.1 1) General meetings must be held at the time and place, in accordance with the Act and these bylaws, that the Board decides.
- 2) An AGM must be held at least once in every calendar year, and not more than 15 months after the last preceding AGM.
- 3) Every general meeting, other than an AGM, is a special general meeting.
- 3.2 The Board may, when it thinks fit, convene a special general meeting.
- The members also have the right under the Act to petition for a general meeting.

### ***Part 4 - Notice to Members***

- 4.1 1) Notice of a general meeting must:
- a) specify the place, day and hour of meeting, and, in case of special business, the general nature of that business,
  - b) include any special resolution to be proposed at the meeting, and
  - c) be given to all members not less than 14 days before the meeting.
- 2) The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 4.2 1) Notice of a general meeting must be given to:
- a) every member shown on the register of members on the day notice is given, and
  - b) the auditor, if any.
- 2) No other person is entitled to receive a notice of general meeting.
- 4.3 A notice may be given to a member either personally, by mail, by fax, by e-mail or by other electronic means to the member at the member's address or e-mail address, as shown in the register of members.
- 4.4 1) A notice sent by mail from the Society's office is deemed to have been received:
- a) two days after being mailed, if to an address in Greater Vancouver Regional District, Fraser Valley Regional District, or Squamish-Lillooet Regional District, or
  - b) five days after being mailed, if to any other address.
- 2) A notice sent by fax, e-mail or other electronic means is deemed to have been received 24 hours after being sent.
- 4.5 A member must promptly and in writing notify the Society of any change in the member's name, home address, e-mail address, telephone number, or authorized representative.



### ***Part 5 - Proceedings at General Meetings***

#### **5.1 Special business is:**

- a) all business at a special general meeting except the adoption of rules of order, and
- b) all business at an AGM, except:
  - i) the adoption of rules of order, if required,
  - ii) approval of the minutes of the last preceding AGM, and any intervening general meetings,
  - iii) the report of the Board,
  - iv) consideration of the financial statements,
  - v) the report of the auditor, if any,
  - vi) appointment of the auditor, if any,
  - vii) election of directors,
  - viii) resolutions, if any, and
  - ix) the other business that, under these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.

#### **5.2 1) Quorum at a general meeting is ten members present at all times.**

2) No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.

3) If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

**5.3** If within 30 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 stands adjourned to a time and place determined by the Board, but not more than fourteen days later. 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. Notice of a meeting adjourned under this bylaw need not be given to members not present.

**5.4** 1) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

2) When a meeting is adjourned for more than fourteen days, notice of the adjourned meeting must be given as for the original meeting.

3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

- 5.5 1) The President, or in the absence of the President the Vice-President, or in the absence of both the President and the Vice-President one of the other directors present, must preside as chair of a general meeting.
- 2) If at a general meeting no director is present within 15 minutes after the time appointed for holding the meeting, or none of the directors present is willing or able to act as chair, the meeting must choose a member who is present to be chair.
- 5.6 1) In the case of an equality of votes at a general meeting, the President does not have a casting or second vote in addition to the vote to which the President is entitled to as a member, and the resolution is defeated.
- 2) A resolution proposed at a general meeting must be seconded, and the President may move or propose a resolution.
- 5.7 1) Questions arising at general meetings must be decided by a majority of votes, except where otherwise required.
- 2) Except where otherwise required, or when a majority of members present request a secret ballot, voting is by show of hands.
- 3) All members have the right to notice of, to attend and to speak at general meetings, and to vote.
- 4) Proxy voting is prohibited.
- 5.8 Subject to the Act and these bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

#### ***Part 6 – Board of Directors***

- 6.1 The Board may exercise all the powers of the Society, and do all the things that the Society may do, subject to:
- a) the constitution and the bylaws, and
  - b) all laws affecting the Society.
- 6.2 1) There must be five directors, including:
- a) the current president, executive vice-president and secretary-treasurer of Local 18, International Association of Fire Fighters, and
  - b) two elected at the AGM.
- 2) A director, and a candidate for election as a director, must:
- a) be a member in good standing, and
  - b) not be disqualified from being a director of a company under section 124 of the Business Corporations Act (British Columbia).
- 3) The directors elected under bylaw 6.2 (1)(b) have a term of one year, beginning at the adjournment of the AGM, and ending at the adjournment of the next following AGM.
- 4) In an election of directors, each member entitled to vote has a number of votes equal to the number of directors to be elected, but must not cast more than one vote for a candidate.

5) An election must be by secret ballot, unless the members present unanimously agree that the election be by show of hands, or the number of candidates is equal to or less than the number of vacancies, in which case the candidates must be declared to be elected.

6) A director may be re-elected.

6.3 1) A candidate for election as a director must:

- a) be qualified to be a director under bylaw 6.2 (2), and
- b) consent to the nomination.

2) The Board may appoint a Nominations Committee to nominate, and solicit the nomination of, candidates for election as directors.

6.4 A director ceases to be a director on:

- a) the end of the director's term of office or appointment, unless the director is re-elected or re-appointed,
- b) resigning in writing,
- c) ceasing to be a member in good standing,
- d) death,
- e) becoming unable to perform the duties of a director due to physical or mental disability,
- f) failing to attend three consecutive meetings of the Board, or
- g) ceasing to be an active member in good standing of Local 18, International Association of Fire Fighters, pursuant to its bylaws, or an employee of the City of Vancouver.

6.5 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 6.2.

6.6 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.

6.7 1) The Board may appoint a member who is qualified under bylaw 6.2 (2) as a director to fill a vacancy in the Board.

2) A director so appointed holds office only until the adjournment of the next AGM, at which time an election must be held to fill the remainder of the term, if any.

6.8 A director must not be remunerated for acting as a director, but a director may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

#### ***Part 7 - Proceedings of the Board***

7.1 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.

2) The quorum at a meeting of the Board is a simple majority of the directors then in office, but must not be less than three.

3) A meeting of the Board may be called by:

- a) the President, or
- b) any three directors, or
- c) resolution of the Board.

4) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by ordinary mail, e-mail or facsimile. Except where notice is waived by all directors, notice of a meeting of the Board must be given at least 48 hours before the meeting.

7.2 When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.

7.3 A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:

- a) no notice of meetings of the Board need be sent to that director, and
- b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.

7.4 1) Except where otherwise required, questions arising at meetings of the Board and committees must be decided by a majority of votes.

2) A resolution proposed at a meeting of the Board or a committee need not be seconded, and the chair of such a meeting may move or propose a resolution.

3) In the case of an equality of votes at a meeting of the Board or a committee, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the motion or resolution is defeated.

7.5 A resolution in writing signed by all the directors is as valid and effective as if regularly passed at a meeting of the Board.

7.6 1) The Board may as it thinks fit delegate any, but not all, of its powers to committees, and appoint the members and chair of each committee.

2) The Board must by resolution determine the names, chair, members, authority and responsibilities of committees.

3) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the next following meeting of the Board.

4) The chair of a committee must be a director.

7.7 Subject to the Act and these bylaws, the Board may adopt rules of order, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

## ***Part 8 – Directors' Duties and Conflicts***

### **8.1 1) A director must:**

- a) act honestly and in good faith and in the best interests of the Society, and
- b) exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions of a director.

2) The requirements of this bylaw are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of a Society.

### **8.2 Nothing in a contract, the constitution or bylaws, or the circumstances of a director's appointment, relieves a director from:**

- a) the duty to act in accordance with the Act and the regulations, or
- b) a liability that by a rule of law would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society.

**8.3 A director who is, directly or indirectly, interested in a proposed contract or transaction with the Society must disclose fully and promptly the nature and extent of the interest to each of the other directors.**

### **8.4 1) A director referred to in bylaw 8.3 must account to the Society for profit made as a consequence of the Society entering into or performing the proposed contract or transaction:**

- a) unless:
  - i) the director discloses the interest as required by bylaw 8.3,
  - ii) after the disclosure the proposed contract or transaction is approved by the directors, and
  - iii) the director abstains from voting on the approval of the proposed contract or transaction, or
- b) unless:
  - i) the contract or transaction was reasonable and fair to the Society at the time it was entered into, and
  - ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.

2) A director referred to in bylaw 8.3 must not be counted in the quorum at a meeting of the directors at which the proposed contract or transaction is approved.

**8.5 The fact that a director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Society does not make the contract or transaction void, but, if the matters referred to in bylaw 8.4(1)(a) or (b) have not occurred, the court may, on the application of the Society or an interested person, do any of the following:**

- a) prohibit the Society from entering into the proposed contract or transaction,
- b) set aside the contract or transaction, or
- c) make any order that it considers appropriate.

8.6 Subject to court approval, the Society must indemnify a director or former director of the Society, and a director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the director, in a civil, criminal or administrative action or proceeding to which the director is made a party because of being or having been a director, including an action brought by the Society, if:

- a) the director acted honestly and in good faith with a view to the best interests of the Society, and
- b) in the case of a criminal or administrative action or proceeding, the director had reasonable grounds for believing the director's conduct was lawful.

#### ***Part 9 – Officers***

9.1 1) The Board must at its first meeting following the AGM elect from amongst the directors a President, a Vice-President, a Secretary, and a Treasurer, who are the elected officers, and may elect such other officers as it deems necessary.

2) The Board may:

- a) dismiss an elected officer at any time, and elect another director to take that person's place, and
- b) elect a director to take the place of an elected officer who has ceased to hold office for any reason.

3) An elected officer ceases to be an elected officer on:

- a) ceasing to be a director,
- b) being dismissed under bylaw 9.1 (2)(a), or
- c) resigning in writing.

4) The offices of Secretary and Treasurer may be held by a single person, entitled the Secretary-Treasurer.

9.2 1) The Board may appoint an Executive Director, and set the responsibilities, authority, remuneration and other terms and conditions of employment of that person.

2) The Executive Director:

- a) is an appointed officer,
- b) may at the discretion of the Board also be titled the chief executive officer or general manager, and
- c) has the right to notice of, to attend, and to speak at, but not to vote at, meetings of the Board.

9.3 The President:

- a) must supervise the other officers in the execution of their duties,
- b) is the chief executive officer of the Society, unless there is an Executive Director who has been appointed as chief executive officer by the Board,
- c) must chair all meetings of the Board and all general meetings, and
- d) has the powers and duties generally pertaining to the office of President, subject to resolution of the Board.

9.4 In the absence or inability of the President, the Vice-President must perform the duties of the President.

9.5 The Secretary must:

- a) issue notices and keep minutes of meetings of the Society and the Board,
- b) conduct the correspondence of the Society,
- c) have custody of all records and documents of the Society except those which must be kept by the treasurer,
- d) have custody of the common seal of the Society, if any, and
- e) maintain the register of members.

9.6 In the absence of the Secretary from a meeting, the Board must appoint another person to act as Secretary.

9.7 The Treasurer must:

- a) keep the financial records, including books of account, necessary to comply with the Act, and
- b) render financial statements to the Board, members, and others when required.

9.8 The Board may delegate the duties of the Secretary and the Treasurer to another director, an employee, or a contractor.

#### ***Part 10 – Borrowing and Investment***

10.1 1) In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as it decides and in particular but without limiting the generality of the foregoing, by the issue of debentures.

2) A debenture must not be issued unless it has been approved by a special resolution.

3) The members may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next AGM.

10.2 The Board must only invest the funds of the Society as permitted under the provisions of the Trustee Act respecting the investment of trust property by a trustee.

10.3 Subject to the Personal Information Protection Act and other applicable laws, the:

- a) financial statements, Board and members' minutes, and register of members may be inspected by a member, on reasonable notice,
- b) other documents of the Society, including its accounting records, may be inspected by a member on reasonable notice, subject to any resolution of the Board, and
- c) documents of the Society, including its accounting records, must be open to the inspection of a director, subject only to laws requiring otherwise.

10.4 The Board must determine, by resolution, the:

- a) financial year of the Society, and
- b) signing officers of the Society, and their authority.

#### ***Part 11 – Auditor***

11.1 This Part applies only where the Society is required or has resolved to have an auditor.

11.2 At each AGM the Society may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM.

11.3 An auditor may be removed by ordinary resolution.

11.4 An auditor must be promptly informed in writing of appointment or removal.

11.5 No director and no employee of the Society can be auditor.

11.6 The auditor may attend general meetings.

11.7 The Board must fill all vacancies arising in the office of auditor between AGMs."

Dated December 11<sup>th</sup>, 2010.

Vancouver Fire Fighters' Charitable Society

by: 

Anders I. Ourom 