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BYLAW ALTERATION APPLICATION

BC Society • Societies Act

NAME OF SOCIETY: **BRITISH COLUMBIA GOVERNMENT RETIRED EMPLOYEES' ASSOCIATION**

Incorporation Number: S0003751

Business Number: 85501 7646 BC0001

Filed Date and Time: December 20, 2023 04:37 PM Pacific Time

SUMMARY OF BYLAW ALTERATION APPLICATION

Special Resolution Date: October 18, 2023

NOTE: The complete Bylaws, as uploaded, appear at the end of this report.

CERTIFICATION

I, George Bowden, certify that I have relevant knowledge of the society, and that I am authorized to make this filing.



NOTE: The complete Bylaws, as uploaded, continue on the next page


T.K. SPARKS

BYLAWS OF

BRITISH COLUMBIA GOVERNMENT RETIRED EMPLOYEES' ASSOCIATION

PART 1 – INTERPRETATION

1. (a) In these bylaws, unless the context otherwise requires:
 - (i) "directors" means the directors of the Association for the time being;
 - (ii) "Societies Act" means the Society Act of British Columbia from time to time in force and all amendments to it;
 - (iii) "registered address" of a member, means the member's address as recorded in the register of members.
- (b) The definitions in the Societies Act on the date these bylaws become effective apply to these bylaws. "directors" means only those persons who have become either appointed, elected, founding or replacement directors in accordance with these bylaws and have not ceased to be directors, and a "director" means any one of them;
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person.

PART 2 – MEMBERSHIP

3. (a) Membership in the Association shall consist of four categories: Active, Honoured, Life and Associate.
 - (i) Persons receiving a pension from the Public Service Pension Plan administered by the British Columbia Pension Corporation, and/or their spouses, are eligible for Active membership.
 - (ii) Active members who have rendered distinguished service to the Association are eligible for Honoured membership.
 - (iii) Active members who have paid dues continuously for twenty years become Life members.
 - (iv) Persons, or their spouses, receiving a pension from a plan administered by the British Columbia Pension Corporation, other than the Public Service Pension Plan, are eligible for Associate membership.
- (b) At no time shall the number of Associate Members be permitted to exceed the number of Active, Honoured and Life Members.
4. Application for enrollment as a Member shall be made to the Association accompanied by full payment of dues. Branches may receive and process applications on behalf of the Association. Applications received by the Association shall be sent to the Branch selected by the applicant, or if not indicated on the application, to the Branch deemed most appropriate.
5. Annual dues and any changes thereto, shall be determined by a Special Resolution, passed by a majority of not less than 75 percent of the votes cast at an Annual General Meeting or an Extraordinary General Meeting of the Association.
6. Every member must uphold the constitution and comply with these bylaws.
7. At the Provincial and Branch level of the Association:
 - (a) Holding Office shall be a privilege limited to Active, Life and Honoured Members.

- (b) Voting at Provincial Meetings shall be limited to Directors and accredited Delegates.
- (c) Voting at Branches shall be limited to Active, Life and Honoured Members.
- (d) All members upon presentation of a valid membership card of the Association, shall be entitled to attend General Meetings, but shall not be entitled to vote, or to move or second any motion, unless they are a Director or accredited Delegate.

PART 3 – RESIGNATIONS, SUSPENSIONS AND EXPULSIONS

- 8. Any member may terminate their membership in the Association by submitting a resignation, in writing, to the Branch in which they are enrolled, and the members name shall be removed forthwith from the membership roll.
- 9. (a) Members, whose dues are in arrears on the 30th of September in any year, shall forfeit their good standing and privileges in the Association will be suspended.
(b) If on the 31st day of December in the same year the dues shall remain unpaid, their names shall be removed from the membership roll and they shall be advised in writing of such action. They may be reinstated with no lapse in membership, if all arrears and current dues are paid within one month of such notice. Any greater delay shall require a new member application.
- 10. The Directors shall have the power by 75 percent of votes cast to remove from the membership roll the name of any person who, in the opinion of the Directors, is no longer worthy of being connected with the Association; however, before such action is taken, the member affected shall have the right to a hearing before the Directors. The member shall be notified in writing as to the time and place of their appearance before them.

PART 4 – MEETINGS OF MEMBERS

- 11. (a) General meetings of the Association shall be held at a time and place as decided by the Directors.
(b) General meetings shall consist of the officers, directors and delegates.
(c) Delegates to general meetings shall be selected by branches in accordance with a delegate formula approved by the directors.
- 12. 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.
- 13. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 14. The directors may, when they think fit, convene an extraordinary general meeting.
- 15. 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.
- 16. (a) The specific date and place for the Annual General Meeting shall be decided by April 30th and the branches notified.
(b) 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 5 – PROCEEDINGS AT GENERAL MEETINGS

17. 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 reports of the directors;

(iv) the report of the auditor or examining committee;

(vi) the appointment of the auditor or examining committee;

(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 reports of the directors issued with the notice convening the meeting.

18. (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 shall be two thirds of registered directors and accredited delegates. This number shall never be less than thirty-five.

19. 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 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.

20. Subject to bylaw 21, the president of the Association, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

21. 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 the chair, the members present must choose one of their number to be the chair.

22. (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 ten 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.

23 (a) A resolution proposed at a meeting must be seconded, and the chair of a meeting may not propose a resolution.

(b) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

24. (a) The right to vote shall be vested in Active, Honoured and Life Members. An Associate Member shall not have the right to vote or hold office in the BCGREA or in any Branch; however, they shall have the right to attend meetings of the Association or a Branch.

b) Voting is either via remote access, in person, or a combination of the two.

(c) Voting by proxy is not permitted.

25. Robert's Rules of Order, where not inconsistent with these Bylaws, shall apply so far as applicable to all meetings of the Association.

PART 6 – DIRECTORS AND OFFICERS

26. The directors may exercise all the powers and do all the acts and things that the Association may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in a general meeting, but subject, nevertheless, to:

(a) all laws affecting the association,

(b) these bylaws, and

(c) policies, not being inconsistent with these bylaws, that are made from time to time by the Association in a general meeting.

27. The Directors of the Association shall be the President, First Vice-President, Second Vice-President, Immediate Past President, Secretary, Treasurer, Membership Secretary, and the Chairperson of each Branch.

28. The Officers of the Association shall be responsible for carrying out the day-to-day business of the Association between Annual Meetings and meetings of Directors.

29. The Officers shall be the President, First Vice-President, Second Vice-President, Immediate Past President, Secretary, Treasurer, and Membership Secretary.

30. (a) The President, First Vice-President, Second Vice-President shall be elected at each Annual General Meeting.

(b) An election may be by acclamation. If more than one Member is nominated for any of these offices, an election by secret ballot shall be held for that office. The President shall appoint three scrutineers, none of whom shall be a candidate for office, to count the ballots. The candidate receiving the greatest number of votes shall be elected. In the event of a tie vote, the Electoral Officer shall cast a deciding vote.

(c) Elected Officers shall take office at the close of the Annual General Meeting and shall remain in office until the close of the next Annual General Meeting.

31. A secretary and a treasurer shall be appointed by the elected officers.

32. A vacancy in the office of President or First Vice-President shall be filled by the First or Second Vice-Presidents moving up one office. A vacancy in the office of Second Vicepresident shall be filled by appointment, on a resolution of the officers and shall serve until the next general election.

33. The Directors shall not receive any remuneration for their services to the Association, but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the association. Under a policy adopted at a general meeting an honorarium may be paid to an officer.

34. A quorum for a meeting of the Officers shall be three, including either the President or one Vice-President.

PART 7 – PROCEEDINGS OF DIRECTORS

35. (a) There shall be at least one meeting of the Directors each year, approximately midway between Annual General Meetings. Notice of the specific date and place of a meeting, as determined by the Officers, shall be given at least four weeks prior to the date on which it convenes.

(b) Two thirds of the total number of Directors shall constitute a quorum for a directors meeting.

(c) The president is the chair 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, a vice-president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.

36. (a) General Questions arising at a meeting of the directors or a committee appointed by the directors will be decided by a majority of votes cast.

(b) In the case of a tie vote, the chair does not have a second or casting vote.

37 A resolution proposed at a meeting of directors or committee appointed by the directors must be seconded, and the chair of a meeting may not move or propose a resolution.

38. 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.

39. (a) The Directors may appoint such committees as they determine are necessary to carry on the business of the Association, and may delegate to any such committee so much of their authority as is deemed necessary.

(b) The Directors may appoint a special committee to deal with a matter of a particular nature and determine the Chairperson of that committee. If the Chairperson is not already a Director, then they shall be endowed with the status and privileges of a Director during the time such special committee is extant.

(c) The Officers may appoint a special committee pending the next meeting of Directors.

(d) 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.

(e) A quorum for a committee appointed by the Directors shall be two thirds of the members of the committee.

(f) The members of a committee may meet and adjourn as they think proper.

40. The President shall be a member ex-officio of all Committees.

PART 8 – DUTIES OF OFFICERS

41. (a) The president presides at all meetings of the Association and of the directors.

(b) The president is the chief executive officer of the Association and must supervise the other officers in the execution of their duties.

42. (a) The first vice-president shall carry out the duties of the president during the president's absence.

(b) The second vice-president shall carry out the duties of the first vice-president during the first vice-president's absence.

(c) The past president shall chair the nominating committee.

43 (a) The secretary shall do those things required by the Societies Act, the Directors and the Officers.

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

PART 9 – ELECTIONS

45. (a) The Directors shall appoint a nominating committee of three including and chaired by the Immediate Past President. In the absence of a Past President the Directors shall appoint the Chair.

(b) At least 90 days before the Annual General Meeting, the Chair of the Nominating Committee shall circulate to all Branches, a call for nominations for elected offices. Nominees must be nominated by a member in good standing, will provide a written consent to stand for office and may submit background information along with their names.

(c) The Chair of the Nominating Committee will provide the Secretary with the names and background information on nominees, for distribution to all Branches, along with the notice of the Annual General Meeting.

(d) Members can be nominated from the floor, by a member in good standing, and must indicate their willingness to stand. Absentee nominees must provide a "Written consent to stand for election.

(e) The Chair of the Nominating Committee, unless a candidate for office, shall be the Electoral Officer for the election. If a candidate, the President shall appoint the Electoral Officer.

PART 10 – SEAL

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

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

PART 11 – ASSOCIATION FUNDS

48. The Association shall not exercise any borrowing powers.

49 The financial year of the Association shall end on the 30th of June, in each year, or on a date as determined by the directors.

50. Funds donated to or acquired by the association for specific purposes shall be carried in the treasurer's books as special accounts, of which the treasurer shall render itemized statements.

51. The treasurer shall invest funds of the association only as authorized by the directors and only on instructions to do so.

52. The treasurer shall not disburse funds of the association without the sanction of the Officers.

53. (a) The Directors shall designate annually one Director who is not a signing Director, and two voting members, to constitute an examining committee, whose duty it shall be to verify securities and other things of value in custody, and to examine the accounts, vouchers and bank deposits of the Treasurer whose books shall be posted as at the end of the fiscal year determined under Part 11 to render a report at the next Annual General Meeting; or

(b) the Directors may appoint a qualified accountant to be the auditor.

PART 12 – NOTICES TO MEMBERS

54. 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.

55. (a) Notice of a general meeting must be given to

(i) each Officer and every branch shown on the register of branches on the day notice is given, and

(ii) the auditor, if appointed under Part 11.

(b) No other person is required to receive a notice of a general meeting.

PART 13 – BRANCHES

56. The Association may establish Branches of the Association throughout the Province of British Columbia covering such areas as they may determine, with the powers, not exceeding the powers of the Association, that the Association confers, and providing that a membership of not less 100 members in good standing will be enrolled upon establishment, of which at least five are prepared to serve as executive members for 2 years after the formation of the branch.

57 Branches shall comply with these bylaws and all policies and procedures approved by the Association.

58. Branches which do not comply with these bylaws or policies and procedures may be suspended, but only after a hearing by the directors and approval by not less than 75 percent of the votes cast. The Branch can appeal the suspension to the next general meeting of the Association.

59. A Branch which fails to maintain a minimum of twenty-five members in good standing may be closed down and have its remaining members assigned to another branch. Termination will not proceed until after a hearing by the directors and approval by not less than 75 percent of the votes cast.

60. A Branch can voluntarily decide to cease operation and advise the Association of its decision.

61. Should a Branch be suspended or cease operations, all books and assets of the Branch shall become the property of the Association.

PART 14 – AMENDMENTS

62. The Constitution and Bylaws of the Association shall not be changed or added to except by a Special Resolution passed by a majority of not less than seventy-five percent of the votes cast at an Annual General Meeting or an Extraordinary general meeting of the Association.

63. A special resolution to amend the bylaws must be submitted in accordance with procedures approved at a general meeting.

Underlined text are amendments made in 2023