



B.C. FREEDOM OF INFORMATION AND PRIVACY ASSOCIATION BYLAWS

Revision Schedule

These bylaws will be reviewed every five years or as required to reflect Governance needs.

Revision Summary

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PART 1 – INTERPRETATION

1. Definitions

- 1.1. In these Bylaws:
 - 1.1.1. “Act” means the *Societies Act* of British Columbia as amended from time to time
 - 1.1.2. “Board” means the Board of Directors of the Society
 - 1.1.3. “Bylaws” means these Bylaws as altered from time to time
 - 1.1.4. “Committee” means a committee established by the Board
 - 1.1.5. “Director” means an individual who is a member of the Board
 - 1.1.6. “Electronic Means” means any electronic or digital system or combination of electronic or digital systems including, mail, telephone, facsimile, electronic, computer or internet-based technology or other communication facility or medium, that: (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the meeting or proceeding adequately, simultaneously and instantaneously, in a manner comparable, but not necessarily identical, to a meeting or proceeding where all participants are present in the same location; and (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses their intentions
 - 1.1.7. “Person” includes any individual, corporation, limited liability company, unlimited liability company, partnership, firm, joint venture, syndicate, association, trust, government, and any other form of entity or organization
 - 1.1.8. “Society” means the “B.C. Freedom of Information and Privacy Association”
- 1.2. The definitions in the *Act* apply to the Bylaws.
- 1.3. “Special resolution” means a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members, whether cast in person or by proxy.
- 1.4. If there is a conflict between the Bylaws and the *Act* or the regulations under the *Act*, the *Act* or the regulations, as the case may be, prevail.

PART 2 - MEMBERSHIP

2. Membership

- 2.1. Any individual or group that supports the purposes of the Society may apply to the Board or its designate, and upon acceptance by the directors or their designate shall be a member.
- 2.2. The Board has discretion to accept or reject an application for membership in the Society, provided that before membership is accepted, the applicant must pay to the Society the membership fee, if any.
- 2.3. Membership
 - 2.3.1. Every member, to remain in good standing, shall uphold the constitution and comply with the Bylaws, provide the Society such information as required to register their membership, and pay when due the membership fee, if any, for the current year.
 - 2.3.2. A member is not in good standing if the member fails to pay the member's

- annual membership dues, if any, or any other debt owed to the Society, and the member is not in good standing for so long as those dues remain unpaid. A Member not in good standing may not vote.
- 2.3.3.** A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.
 - 2.4.** The amount of the annual membership dues, if any, must be determined by the Board.
 - 2.5.** There shall be the following classes of membership:
 - 2.5.1.** Individual member - a person of age 16 or over who has paid the individual annual membership fee.
 - 2.5.2.** Corporate member - any Person having paid the corporate annual membership fee.
 - 2.5.3.** Honorary membership - an individual of special merit who is not a member of the Society may be recognized for their contribution to the purposes of the Society through the granting of an honorary membership by the Board. Such honorary member will have the same voting and other rights as an individual member.
 - 2.6.** The Board may establish policies for the waiver of individual annual membership dues on the basis of merit or need.
 - 2.7.** Corporate members of the Society shall be represented and vote at meetings of the Society by their duly appointed delegate; but in no case shall any individual have more than one vote, notwithstanding that they may be an individual member and in addition be a delegate of a group member.
 - 2.8.** A Person shall cease to be a member of the Society
 - 2.8.1.** By delivering their resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society, or
 - 2.8.2.** On being expelled by Special resolution in accordance with Section 2.9, or
 - 2.8.3.** On having been a member not in good standing for a period of time prescribed by the Bylaws, or
 - 2.8.4.** Upon their death
 - 2.9.** Notice of Special resolution for expulsion
 - 2.9.1.** A notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - 2.9.2.** 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.
 - 2.9.3.** An expelled member will receive a refund for any membership fee they have paid for the current year.
 - 2.10.** Membership in the Society shall not be transferable.

PART 3 - MEETING OF MEMBERS

3. Meeting of Members

- 3.1.** General meetings of the Society shall be held for any purpose and at any time and place, in accordance with the Societies Act, that the Board decides.

- 3.2.** Every general meeting, other than an annual general meeting, is a special general meeting.
- 3.3.** General meetings
 - 3.3.1.** At a general meeting, the following business is ordinary business:
 - 3.3.1.1.** Call to order and adoption of the agenda;
 - 3.3.1.2.** Consideration of any financial statements of the Society presented to the meeting;
 - 3.3.1.3.** Consideration of the reports, if any, of the Board or auditor;
 - 3.3.1.4.** Election or appointment of members of the Board;
 - 3.3.1.5.** Appointment of an auditor, if any;
 - 3.3.1.6.** Business arising out of a report of the Board not requiring the passing of a Special resolution.
 - 3.3.2.** 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.
- 3.4.** Special general meetings
 - 3.4.1.** A Special general meeting may be called upon petition signed by ten percent of the Society's membership, but in no case less than ten members.
 - 3.4.2.** Special general meetings will follow the same procedures as ordinary general meetings.
 - 3.4.3.** To be eligible to sign a petition calling for a special general meeting a member must have been a member in good standing for at least six months and be in good standing.
- 3.5.** Notice of general meeting
 - 3.5.1.** Notice of a general meeting shall be given to every member shown on the register of members on the day the notice is given and to the auditor of the Society, if any.
 - 3.5.2.** Every notice of an annual, general or special meeting of the Society shall state the place, the day and the hour of meeting and the nature of business of the meeting and such notice shall be given to members at least 21 days before the date of the meeting.
 - 3.5.3.** Notice of any annual, general or special meeting shall be deemed to have been given to every member if communicated to every member electronically where the member of the Society has provided an email address or at their registered address 21 days before the date of the meeting. Notification sent to a member's registered address will be deemed to have been delivered seven days after being mailed.
 - 3.5.4.** Notice of the meeting will be posted at least 21 days in advance of the meeting on the Society's website.
 - 3.5.5.** The accidental omission to give notice of any meeting to any member, or the non-receipt of the notice of a meeting by any member, shall not invalidate proceedings at any meeting.
- 3.6.** The rules of procedure at an annual, general or special meeting shall be determined by the Board.
- 3.7.** At the direction of the Board, annual, general or special meetings of the members may be conducted by Electronic Means including teleconference or videoconference.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

4. Proceedings at General Meetings

4.1. Quorum

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

4.1.2. 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.

4.1.3. The minimum quorum at all annual, general or special meetings shall be eight members present or such greater number as the members may determine at a general meeting.

4.1.4. Members who have submitted a valid proxy shall be included voting members as part of the quorum count.

4.1.5. Voting members present must outnumber members of the Board present.

4.2. If within 30 minutes from the time appointed for a members', meeting a quorum is not present, the meeting shall stand adjourned to the same day of 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, provided there are at least five members present.

4.3. Subject to Section 2.03 of the Bylaws, the President of the Society, the Vice President or, both being absent, one of the other members of the Board present, shall preside as chair of a general meeting.

4.4. If at a general meeting:

4.4.1. There is no President, Vice President or other director present within 15 minutes after the time appointed for holding the meeting, or

4.4.2. The President and all the other members of the Board present are unwilling to act as chair,

4.4.3. The members present shall choose one of their number to be chair.

4.5. 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.

4.5.1. 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.

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

4.5.3. A resolution proposed at a meeting must be seconded and the chair of a meeting may move or propose a resolution.

4.5.4. In case of an equality of votes the chair 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.

- 4.5.5. A member in good standing, present at a general meeting is entitled to one vote.
- 4.5.6. Voting by proxy is permitted.
- 4.6. To be eligible to vote by proxy the proxy must be submitted according to a policy established by the Board.
- 4.7. A group 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 - BOARD AND OFFICERS

- 5. Board and Officers
 - 5.1. A director shall be elected at the annual general meeting for one term of two years
 - 5.2. All candidates to be proposed for election to the Board must submit themselves to the nomination policy established by the Board from time to time; candidates for election may not be proposed from the floor of a general meeting
 - 5.3. Director eligibility
 - 5.3.1. To be eligible for election to the Board, the member must have been an individual member or the delegate of a group member for not less than three consecutive months immediately preceding the election.
 - 5.3.2. A candidate must be a member in good standing of the Society.
 - 5.4. Electing a director
 - 5.4.1. To be elected as a member of the Board a candidate must receive 50 per cent of votes cast plus one vote at an annual general meeting.
 - 5.4.2. Candidates will be deemed to be elected in the order of those candidates receiving the most votes.
 - 5.4.3. No member will vote for more candidates than the number of vacant positions on the Board.
 - 5.4.4. Every member of the Board serving a term of office will retire from the office at the close of the annual general meeting in the year in which their term expires; but if no successor is elected and the result is that the number of members of the Board would fall below three (3) the person or persons previously elected as members of the Board may continue to hold office until such time as successor members of the Board are appointed.
 - 5.4.5. A member of the Board whose term is ending may seek re-election.
 - 5.4.5.1. Directors may be elected for up to four (4) consecutive terms; and a person who has served as Director for four (4) consecutive terms may not be re-elected or appointed for at least one (1) year following the expiry of their latest term.
 - 5.4.5.2. If a member of the Board seeks elected office for a level of government on whose actions or policies the Society may comment, they are required to take leave of absence from the Board while seeking such a nomination, or where a nomination is not required, papers have been submitted to an electoral office to stand for office.

- 5.4.5.3.** If a member of the Board on leave seeking elected office for a level of government on whose actions or policies the Society may comment is elected, the director is deemed to have resigned from the Board.
- 5.5.** The Society must have no fewer than 3 and no more than 11 members of the Board.
- 5.5.1.** The President, Vice President, Secretary, and Treasurer and such other persons as determined by the members shall be officers of the Society.
- 5.5.2.** An officer must be a member of the Board and ceases to be an officer when he ceases to be a member of the Board.
- 5.6.** Board vacancies
- 5.6.1.** Unless otherwise provided by the members present at the annual general meeting, the officers shall be elected by the Board at the first meeting of the Board following the annual general meeting and in the manner approved by the Board.
- 5.6.2.** Any vacancy on the Board, including one created by a removal of a member of the Board, may be filled by appointment by the Board until an election may be held at the next annual general meeting, provided that not more than three members of the Board be appointed in this manner in any one year.
- 5.6.3.** If the members fail to elect the maximum number of members of the Board provided for in the Bylaws at an annual general meeting, the Board may, prior to the next annual general meeting, appoint up to 1/3 of the number of current number of members of the Board who were elected under Section 5.4. Any such member of the Board will hold the appointment until the next annual general meeting.
- 5.6.4.** The Board will establish and maintain a Strategic Recruitment Policy and Equity, Diversity, and Inclusion policy, and these policies will inform decisions about appointments as provided for in Section 5.6.2 and 5.6.3.
- 5.6.5.** An election to fill a position to which the Board has appointed a director will be for the completion of the term applicable to the position as provided for in Section 5.1.
- 5.6.6.** The Board may waive the three-month membership requirement for Board membership to appoint a director. A director so appointed may serve until the next Annual General Meeting at which they will be eligible to seek election as director. For clarity, any such director must be a member at the time of their appointment.
- 5.6.7.** If the Board is unwilling or unable to appoint members of the Board to vacancies on the Board, they may call a general meeting of members to elect a one or more members of the Board to complete the unexpired term.
- 5.7.** The Board may establish policies for the conduct of members of the Board including obligations of members of the Board and consequences for failure to meet such obligations.
- 5.8.** The members may by special resolution remove a member of the Board before the expiration of their term of office, and may elect a successor to complete the term of office.

- 5.9. The Board may pass a resolution to remove a member of the Board before the expiration of their term of office, and may appoint a successor to complete the term of office, any such appointment is subject to the limits in Section 5.6.2.
- 5.10. No member of the Board shall be remunerated for being or acting as a member of the Board, but a member of the Board may be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society. This Section of the Bylaws was previously unalterable.
- 5.11. In a case where a member of the Board has incurred expenses which have not been approved in advance by the Treasurer or other financial officer acting under authority of the Board, such member of the Board may yet be reimbursed for all expenses they incur while engaged in the affairs of the Society, providing that the Board finds the expenses to have been necessarily and reasonably incurred.

PART 6 - PROCEEDINGS OF THE BOARD

- 6. Proceedings of the Board
 - 6.1. The Board may meet together at such places as it from time to time may determine for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, and may hold meetings, in whole or in part electronically.
 - 6.2. Meetings of the Board may be called by the President or two or more members of the Board.
 - 6.3. The Board may from time to time fix the quorum necessary for the transaction of business, and unless so fixed, the quorum shall be a majority of the members of the Board then in office. Members of the Board participating electronically shall be considered part of the quorum.
 - 6.4. The President shall preside over Board meetings. In the President's absence, the Vice-President shall preside. Both being absent, the other members of the Board present shall elect one of their number to preside as chair of a Board meeting.
 - 6.5. Board Committees
 - 6.5.1. The Board may establish such Committees, consisting of Directors and other persons, as it may from time to time think fit, and may name such Committees and specify the duties to be performed by them.
 - 6.5.2. A Committee established by the Board is restricted to making recommendations to the Board, and may not assume any of the powers of the Board.
 - 6.5.3. Subject to directions of the Board, a Committee shall determine its own procedure.
 - 6.5.4. The Board may suspend or discontinue a Committee, or alter its mandate.
 - 6.6. Decision-making on the board
 - 6.6.1. Questions arising at a meeting of the Board and committee of members of the Board shall be decided by a majority of votes.
 - 6.6.2. In case of an equality of votes the chair shall have a second or casting vote.
 - 6.6.3. No resolution proposed at a meeting of the Board need be seconded and the chair of a meeting may move or propose a resolution.

- 6.6.4. Records of the Society as required by the Societies Act shall be available to members on application to the Executive Director.
- 6.7. Limits to members' rights to inspect Board documents
 - 6.7.1. As outlined in the Act, the Board of Directors may pass a policy dealing with the inspection of records by members and non-members of the Society in compliance with the *Personal Information Protection Act*.
- 6.8. Staff of the Society may attend all Board and committee meetings unless a matter concerning staff is being discussed or the Board is *in camera*.

PART 7 - DUTIES OF OFFICERS

7. Duties of Officers

- 7.1. Duties of the President and Vice President
 - 7.1.1. The President will supervise the other officers in the execution of their duties and will preside at all meetings of the Society and of the Board.
 - 7.1.2. The Vice-President will assist the President in the performance of the President's duties and will, in the absence or inability of the President, perform those duties. The Vice-President will also perform such additional duties as may be assigned by the Board. In the President's absence at a meeting of the Society or the Board, the Vice President shall preside. Both being absent, the members present shall elect another director or other member to preside as chair of a meeting
- 7.2. The Secretary is responsible for doing, or making the necessary arrangements for, the following:
 - 7.2.1. The issuance of notices of general meetings and Board meetings;
 - 7.2.2. The taking of minutes of general meetings and Board meetings;
 - 7.2.3. The custody of all records and documents of the Society, except those required to be kept by the Treasurer;
 - 7.2.4. Conducting the correspondence of the Board;
 - 7.2.5. Filing the annual report of the Society and making any other filings with the registrar under the Act.
- 7.3. The Treasurer is responsible for advising the Board on making the necessary arrangements for, the following:
 - 7.3.1. the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the Income Tax Act; and
 - 7.3.2. the rendering of financial statements to the Directors, Members and others, when required.
- 7.4. The office of Treasurer may be held by the Secretary, who shall then be known as the Secretary-Treasurer
- 7.5. The Board or members may add additional duties to any member of the Board or officer or transfer duties among members of the Board or officers.
- 7.6. Any member of the Board who misses three consecutive Board meetings and cannot show good cause will be required to resign.
- 7.7. A member of the Board shall:

- 7.7.1. Act honestly and in good faith and in the best interests of the Society.
- 7.7.2. Exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a member of the Board.
- 7.7.3. Comply with the Constitution and Bylaws of the Society.
- 7.8. The Board shall enter, or make the necessary arrangements to be entered, in the register the names of Persons admitted as members of the Society, together with the following particulars of each:
 - 7.8.1. The full name and contact information of the member;
- 7.9. The Board shall prepare, or make the necessary arrangements to be prepared, all reports, including financial reports, required by law to be prepared by the Society for the annual general meeting.
- 7.10. The Board shall on behalf of the Society file, or make the necessary arrangements to be filed, all financial and other reports that have to be filed after the annual meeting as required by the Societies Act and Income Tax Act or other law.
- 7.11. The Board shall ensure the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds, and shall identify the Directors who will be granted signing authority in its Spending Authority policy.
- 7.12. The Board, on behalf of the Society, shall keep proper accounting records, or cause them to be kept, in respect of all financial or other transactions and, without limiting the foregoing, shall keep or make the necessary arrangements to keep records of:
 - 7.12.1. All money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;
 - 7.12.2. Every asset and liability of the Society;
 - 7.12.3. Every other transaction affecting the financial position of the Society.

PART 8 - SEAL

- 8. **Seal**
 - 8.1. The Board may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed
 - 8.2. The common seal, if any, shall be, affixed only when authorized by a resolution of the Board 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

- 9. **Borrowing**
 - 9.1. 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 they decide, and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
 - 9.2. No debenture shall be issued without the sanction of a Special resolution.

- 9.3. The members may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next annual general meeting.

PART 10 - AUDITOR

10. Auditor

- 10.1. This part applies only where the Society is required or has resolved to have an auditor.
- 10.2. At each annual general meeting, the Society shall appoint an auditor to hold office until the auditor is re-elected or their successor is elected at the next annual general meeting.
- 10.3. An auditor may be removed by ordinary resolution and in accordance with the Societies Act.
- 10.4. An auditor shall be informed forthwith in writing of appointment or removal.
- 10.5. The auditor may attend general meetings.

PART 11 - BYLAWS

11. **The Bylaws shall not be altered or added to except by Special resolution**

PART 12 - ACTIVITIES TO BE CARRIED OUT WITHOUT GAIN

12. Activities to be carried out without gain

- 12.1. The purposes of the Society shall be carried out without purpose of gain for its members, and any profits or other accretions to the Society shall be used for promoting its purposes. This bylaw was previously unalterable.

PART 13 - WIND UP OF THE ORGANIZATION

13. Wind up of the Organization

- 13.1. In the event of winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to organizations with purposes similar to the Society's purposes, as may be determined by the members of the Society at the time of wind-up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organizations, provided however that any such organization referred to in this paragraph shall be a registered charity recognized by the Canada Revenue Agency as being qualified as such under the provisions of the *Income Tax Act* of Canada from time to time in effect. This bylaw was previously unalterable.

SCHEDULE 1 – POLICIES

These bylaws refer to the following policies that are established and maintained by the Board:

- Proxy Voting
- Strategic Recruitment
- Equity, Diversity, and Inclusion
- Inspection of Records
- Board Roles and Responsibilities
- Director Nomination
- Spending Authority
- Annual Membership Fee Waiver