

SOCIETY ACT

BRITISH COLUMBIA ELECTRICAL ASSOCIATION

BY-LAWS

PART 1 - MEMBERSHIP

1. Membership in the Association will be open to firms or associations actively engaged in the Electrical Industry in British Columbia.
2. Application for membership shall be made in writing, accompanied by relevant background information as required to the Board of Directors, who shall decide on the acceptance or rejection of the applicant.
3. Each member shall name an official representative to the Association and an alternate.
4. The annual membership fee in the Association shall be assessed in amount and according to the scale development from time to time by the Board of Directors and shall be due and payable within thirty days after receipt of the invoice.
5. A member shall cease to be a member of the Association
 - (a) By delivering its resignation in writing to the secretary of the Association or by mailing or delivering it to the address of the Association, or
 - (b) on its dissolution, or,
 - (c) on being expelled, or,
 - (d) on having been a member not in good standing for two (2) consecutive months
6.
 - (1) A member may be expelled by a resolution of the members passed at the general meeting
 - (2) The notice of a resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

- (3) The member who is the subject of the proposed resolution for the expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
7. 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 Association and he is not in good standing so long as the debt remains unpaid.

PART 2 – MEETINGS OF MEMBERS

8. General meetings of the Association shall be held at such time and place, in accordance with the Society Act, as the directors decide.
9. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
10. The directors may, whenever they think fit, convene an extraordinary general meeting.
11. (1) Fourteen (14) days notice of a general meeting shall be given and shall specify the place, the day and the 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.
12. 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 3 – PROCEEDINGS AT GENERAL MEETING

13. Special business is:
- (a) all business at an extraordinary annual general meeting, and
 - (b) all business that is transacted at an annual general meeting, except;

- (i) the consideration of the financial statements;
- (ii) the report of the directors;
- (iii) the report of the auditor, if any;
- (iv) the election of directors;
- (v) the appointment of the auditor, if required; and
- (vi) such other business as, under these by-laws, 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.

14. (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 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 one-third (1/3) of number of members present, but never less than three members.

15. 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 if 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.

16. Subject to By-law 17, the president of the Association the vice-president, or in the absence of both, one of the other directors present shall preside as chairman of a general meeting.

17. If at a general meeting

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

18. (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) Where a meeting is adjourned for ten 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 by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

19. (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.

20. (1) A member in good standing represented at a meeting of members is entitled to one vote.

(2) Voting is by show of hands

(3) Voting by proxy is permitted.

- (4) A Proxyholder must be an authorized representative of a member and a proxyholder may hold proxies from any number of members of the Association
- (5) A form of proxy shall be in writing, executed under the hand of the authorized representative of the member giving the proxy.
- (6) All proxies must be deposited, prior to making use of the proxy, with the Chairman of the meeting at which it is intended to make use of the proxy.
- (7) A proxy shall be in the form following, but may also be in any other form that the Directors or the Chairman of the meeting shall approve.

“British Columbia Electrical Association

The undersigned being the authorized representative of a member of the above named society, hereby appoints _____, or failing him _____, as proxyholder for the undermentioned member, to attend, act and vote for and on behalf of the undermentioned member at the meeting of members of the said society to be held on the ____ day of _____ and any adjournment thereof.

Signed this ____ day of _____ 19__,

By _____
Authorized Representative of

”
(Name of member)

21. A 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 Association.

PART 4 - ELECTION

22. The directors may exercise all such powers and do all such acts and things as the Association may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in general meeting.

23. The Board of Directors of the Association shall consist of no less than three and not more than twenty-two voting members of the Association who preferably and as nearly as possible and convenient be representatives of members as follows and in the numbers as follows:

From electrical utilities	3
From electrical manufacturers	5
From electrical distributors	6
From BC Safety Authority (non-voting member)	1
From other electrical related categories	4
Director at large	3

PART 5 - ELECTIONS

24. The directors shall, from time to time, appoint a Nominating Committee which shall consist of not more than three members one of whom, if possible, should be a Past President.

25. The Board of Directors, save as herein provided, shall be elected at the Annual General Meeting from a list of nominees presented to the meeting by the Nominating Committee, or from the nominations from the floor and hold office for a term of two (2) years, with eleven (11) members being elected in alternative years. Retiring Directors shall be eligible for re-election. At the first Annual General Meeting following the adoption of these By-laws, one half of the Directors elected shall be elected for a term of one (1) year and the remaining one half will be elected for a term of two (2) years.

PART 6 – DIRECTOR VACANCIES

26. The office of any Director shall be declared vacant by the Board of Directors if:

- (a) he shall be absent from two (2) consecutive meetings of the Board of Directors without reason acceptable to the Board of Directors;
- (b) he, by notice in writing, resigns his office;
- (c) he is removed from office by a special resolution of the members of the Association;
- (d) the member for whom he may be a representative ceases to be a member or ceases to be a member in good standing, and
- (e) if the Director has been removed as a Director by a resolution of the Board of Directors on the petition of a minimum of 5 members of the Board of Directors that the Director has failed to perform his duties of office and if the Board of Directors have first provided to the Director concerned a fair opportunity to present reasons why he should not be so removed.

27. (1) The directors may at any time and from time to time appoint a representative of 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 Association, but is eligible for re-election at the meeting.

28. (1) If a director resigns his office or otherwise ceased to hold office, the remaining directors shall appoint a representative of 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 the office

29. 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 Association.

PART 7 – PROCEEDING OF DIRECTORS

30. (1) The directors may meet together at such places as they think fit for the dispatch of 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 for the transaction of 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 any 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 the meeting.

(4) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.

31. (1) The directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they may think fit.

(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be 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.

32. A Committee shall elect a chairman of its meetings; but if no chairman is elected, or if at any 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.

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

34. (1) Questions arising at any 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.

35. 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.

36. 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 8 – OFFICERS

37. The Officers of the Association shall be a chairman, two Vice-Chairmen, a Treasurer and a Secretary, and such other Officers as may be provided for by Resolution of the Directors. Said Officers shall perform the usual duties pertaining to their offices unless otherwise specifically provided herein or by Resolution of the Directors.

38. The Chairman, Vice-Chairman, Treasurer and Secretary shall be elected from the Board of Directors at the first meeting of the Directors following the Annual General Meeting of the members and shall hold office until their respective successors have been elected and have signified their willingness to act.

39. The Chairman shall:

- (a) preside at all Annual General and Special Membership Meetings of the Association and all meeting of the Executive Committee and the Board of Directors;
- (b) call all meetings as provided in these By-laws;
- (c) be an Ex Officio member of all committees;
- (d) represent the Association in his official capacity;
- (e) report on the activities of the Association at the Annual General Meeting and any other report as necessary;
- (f) promote the objectives of the Association; and
- (g) give direction to the Executive Director in keeping with the policies established by the Board of Directors and/or members.

PART 9 – DUTIES OF OFFICERS

40. The 1st Vice-President, in the absence of the President, shall preside at all Annual General or General Meetings of the members of the Association and at all meetings of the Executive Committee and Board of Directors. In the absence of the president, he shall perform all duties of the President.

41. The 2nd Vice-President, in the absence of the President and the 1st Vice-President, shall perform all duties of the President.

42. The Secretary shall:

- (a) issue notices of meetings of the Association and directors;
- (b) keep minutes of all meetings of the Association and directors;
- (c) have custody of all records and documents of the Association except those required to be kept by the Treasurer.
- (d) have custody of the common seal of the Association; and
- (e) maintain the register of members.

43. The Treasurer shall:

- (a) keep such financial records, including books of account, as are necessary to comply with the Society Act, and
- (b) render financial statements to the directors, members and others when required.

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

PART 10 – EXECUTIVE COMMITTEE

45. The Officers of the Association shall constitute an Executive Committee.

PART 11 – STAFF AND ADMINISTRATION

46. (a) The Association shall engage the services of an Executive Director who shall not be a member of the Association. Subject to the approval of the Board of Directors, the Executive Director shall have the power to hire other staff as may be required to allow efficient carrying out of the work and objectives of the Association.

(b) The Executive Director shall be engaged by a committee appointed by the Board of Directors. Said committee shall consist of no less than three (3) Executive Committee Members and two (2) Directors.

(c) The Executive Director shall be solely responsible to the Executive Committee for the implementation of the objectives, policies and affairs of the Association as determined from time to time by the Board of Directors; and he/she will be given direction by the Chairman as per these By-laws.

47. The Executive Director shall recommend policy and programs or changes in policy and programs to the Executive Committee and the Board of Directors, but he shall not take part in the approval or adoption of policies or objectives.

48. All cheques of the Association shall be signed by any two of the following persons: Chairman, Treasurer, Secretary or Executive Director or anyone otherwise designated by the Board of Directors.

PART 12 – BORROWING POWER

49. The Board of Directors may from time to time borrow money upon the credit of the Association up to a maximum of ONE HUNDRED THOUSAND (\$100,000.00) DOLLARS.

50. For any borrowing in excess of ONE HUNDRED THOUSAND (\$100,000.00) DOLLARS, the Board of Directors may borrow or secure the payment of money in such manner as seventy-five (75%) percent of the members at a General Meeting shall think fit, provided however, that debentures shall not be issued by the Association without sanction of a Special Resolution of the Association.

PART 13 – AUDIT AND INSPECTION OF BOOKS OF ACCOUNT

51. The Association must undergo an annual Revenue Engagement process to review its books and accounts by a chartered accountant or firm of a chartered accountant. The books and accounts of the Association shall be audited from time to time as directed by the Board of Directors.
52. In the event of the resignation of the auditor or his inability to act as auditor the vacancy shall be filled by the Board of Director and an announcement stating the action, it's reason and the name of the newly appointed auditor shall be mailed to the membership.
53. The report of the auditor shall be made available to the Board of Directors for review and approval as soon as possible after the end of the fiscal year.
54. The financial records of the Association shall be kept at the head office of the Association and shall be open to inspection of the Board of Directors and any member in good standing.

PART 14 – CUSTODY AND USE OF SEAL

55. The Seal of the Association shall not be affixed to any instrument except in the presence of any two of the Chairman, a Vice Chairman, or the Secretary of such person or persons duly appointed and authorized by the Board of Directors by resolution who shall sign every instrument to which the Seal is so affixed in the presence. The Seal shall be lodged in the head office of the Associatino in the custody of the Executive Director.

PART 15 – AMENDMENTS TO CONSTITUTION AND BY-LAWS

56. The constitution and By-laws of the Association may, in accordance with the Societies Act of British Columbia, be altered or amended by Special Resolution.

PART 16 – NOTICES TO MEMBERS

57. A notice may be given to a member, either personally, fax, letter mail, or by email.

58. 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 that the notice was properly addressed and put in a Canadian post office receptacle.

59. Notice of a general meeting shall be given to every member shown on the register of members on the day of notice is given.

PART 17 – EMBLEM

60. The Association Emblem may be used by any member provided that it is used in a dignified and proper manner. Only Association members may use the Emblem under any circumstances.