

UNIVERSITY NEIGHBOURHOODS ASSOCIATION

BY-LAWS

1.0 INTERPRETATION

1.1 In these By-laws, unless the context otherwise requires:

- (a) “**Campus**” means the Point Grey campus of The University of British Columbia;
- (b) “**Directors**” means the Directors of the Association for the time being and as identified more particularly as the AMS Director, Resident Directors and UBC Directors in By-law 5 herein;
- (c) “**Land Use Plan**” means the land use plan for the Campus deemed adopted by the Minister of Community and Rural Development in accordance with the *Municipalities Enabling and Validating Act (3)*, Part 10 – 2010, as amended from time to time;
- (d) “**Local Areas**” means those residential neighbourhood plan areas identified for non-institutional development in Schedule C – Plan Areas, of the Land Use Plan, namely Chancellor Place, Hawthorn Place, Hampton Place, Wesbrook Place, East Campus, Stadium Road and Acadia East, excluding all institutional accommodation units, townhouses, apartments and/or housing used exclusively or primarily by students of The University of British Columbia, including students visiting from other educational institutions but not excluding Faculty and Staff Housing;
- (e) “**Society Act**” means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
- (f) “**registered address**” means a member's address as recorded in the register of members;
- (g) “**Faculty and Staff Housing**” means all institutional accommodation units, townhouses, apartments and/or housing used exclusively or primarily by faculty and/or staff of The University of British Columbia.

1.2 The definitions in the *Society Act* on the date these By-laws become effective apply to these By-laws.

2.0 MEMBERSHIP

2.1 The members of the Association are the original applicants for incorporation of the Association and those persons who subsequently become members in accordance with these By-laws and, in either case, have not ceased to be members. Members shall be at least eighteen (18) years of age.

2.2 The following persons may apply to be members of the Association:

- (a) a person who is a resident in one of the Local Areas;
- (b) a nominee or nominees designated by the President of The University of British Columbia (hereinafter referred to as the "**UBC Member**" or "**UBC Members**", as the case may be); and
- (c) a nominee designated by the President of the Alma Mater Society of The University of British Columbia (hereinafter referred to as the "**AMS Member**").

2.3 The Secretary shall determine, or cause to be determined, the names of the persons who are in compliance with By-law 2.2 qualifications.

2.4 Every member shall uphold the Constitution and comply with these By-laws.

2.5 A person ceases to be a member of the Association:

- (a) by delivering the person's resignation in writing to the Secretary or by mailing or delivering it to the address of the Association,
- (b) on the person's death,
- (c) on being expelled, or
- (d) on ceasing to be qualified to be a member as set out in By-law 2.2.

2.6 A member may be expelled by a special resolution of the members passed at a general meeting for being in breach of these By-laws or acting contrary to the purposes of the Association. The notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion. 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.

2.7 Subject to By-laws 2.2(b) and (c), no corporation shall be nor have the right to nominate a member of the Association.

3.0 MEETINGS OF MEMBERS

3.1 General meetings of the Association shall be held at the time and place, in accordance with the *Society Act*, as the Directors decide. The members may requisition a general meeting or a vote on a special resolution at a general meeting, by presenting the Directors with a requisition signed by not less than 10% of the members, and the Directors shall provide for such a meeting or vote as soon as reasonably practicable, in accordance with the *Society Act*.

3.2 The Association shall, not less than sixty (60) days before it holds a general meeting at which Directors are to be elected, publish, in a manner approved by the Directors, an advance notice of the meeting.

3.3 The Association shall, not less than twenty-one (21) days before it holds a general meeting, deliver written notice of the general meeting to the members. A proxy in the form required by By-law 4.18 and, in cases where there will be an election of Directors, a ballot for the election of Directors in the form required by By-law 4.24, shall accompany the notice.

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

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

3.6 The accidental omission to give notice of a meeting, or the accidental omission to deliver a proxy or ballot, if required, or the non-receipt of a notice of a meeting by any of the members entitled to receive notice does not invalidate proceedings at that meeting.

3.7 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.

4.0 PROCEEDINGS AT GENERAL MEETINGS

4.1 Special business is:

- (a) all business at a general meeting except the adoption of rules of order, and
- (b) all business that is 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 most recent report of the auditor, if any,
 - (v) the election of Directors required to be elected in accordance with these By-laws,
 - (vi) recording of those Directors appointed in accordance with these By-laws,
 - (vii) the appointment of the auditor, if required, and
 - (viii) the other business that, 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.

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

4.3 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.

4.4 A quorum is 10 members in good standing who are present in person or by proxy or such greater number as the members may determine at a general meeting.

4.5 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.

4.6 Subject to By-law 4.7, the Chair of the Association shall preside as chair of a general meeting. If the Chair is not present, or if a chair has not been appointed by the Directors, or, if the Chair so directs, one of the other Directors or some other member shall preside as chair of such general meeting.

4.7 If at a general meeting:

- (a) there is no chair or other Director present within 15 minutes after the time appointed for holding the meeting,
- (b) all of the other Directors present are unwilling to act as chair,

the members present shall choose one of their number to be chair of the meeting.

4.8 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.

4.9 When a meeting is adjourned for ten days or more, written notice of the adjourned meeting shall be given as in the case of the original meeting, but the Directors shall not be required to publish advance notice of the adjourned meeting.

4.10 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.

4.11 No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.

4.12 In case of an equality of votes at a general meeting the chair shall not have a casting or second vote in addition to the vote to which the chair may be entitled as a member and the proposed resolution shall not pass.

4.13 A member in good standing present at a meeting of the members is entitled to one vote provided that the member:

- (a) is over the age of 18;
- (b) has been a resident of British Columbia for at least 6 months immediately prior to the meeting; and
- (c) has been a resident in one of the Local Areas for at least 30 days immediately prior to the meeting, or has been designated as a UBC Member or the AMS Member .

4.14 Voting shall be by ballot provided that at any meeting of the Association the members may agree to vote by a show of hands on any issue including a special resolution. Every ballot cast upon a poll and every proxy appointing a proxyholder who casts a ballot upon a poll shall be retained by the Secretary for a period of three months after the meeting and shall be subject to inspection at the office of the Association during normal business hours.

4.15 Voting by proxy is permitted. Every member entitled to vote at a general meeting shall be entitled to appoint by proxy a proxyholder to attend, act and vote for them at such meeting, subject to:

- (a) in the case of a general power of proxy for voting on resolutions at a meeting, an individual proxyholder may represent not more than five (5) voting members at the meeting, save and except if the proxyholder is a Director;
- (b) a permanent proxy or proxy entitling a person or member to vote at other than one meeting and any adjournment of that meeting is void; and
- (c) these By-laws.

4.16 An instrument appointing a proxyholder shall be in writing under the hand of the appointor. A proxyholder shall be a member of the Association.

4.17 The original or valid copy of an instrument appointing a proxyholder may be deposited prior to the commencement of the meeting at such place as is specified for that purpose in the notice calling the meeting or with the chair of the meeting, the Secretary of the Board or the Administrative Manager of the Association. or be sent to the Association in writing or by letter, fax or any method of transmitting legibly recorded messages so as to arrive before the commencement of the meeting or adjourned meeting at the registered office of the Association and also providing that proxies so deposited may be acted upon as though the proxies themselves were deposited as required by this By-law, and votes given in accordance with such regulation shall be valid and shall be counted.

4.18 A proxy, whether for a specified meeting or otherwise, shall be in the following form, or in such other form that the Directors shall approve:

<p>UNIVERSITY NEIGHBOURHOODS ASSOCIATION</p> <p>The undersigned, being a member of the above Association hereby appoints _____ or failing this person, _____ as proxyholder for the undersigned to attend, act and vote for and on behalf of the undersigned at the general meeting of the Association to be held on _____, 20____ and at any adjournment thereof.</p> <p>Signed this _____, 20_____</p> <p style="text-align: center;">(Signature of Member)</p>
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4.19 A vote given in accordance with the terms of a proxy is valid notwithstanding the previous death or incapacity of the member giving the proxy or the alleged revocation of the proxy or of the authority under which the instrument of proxy was executed unless notification in writing of such death, incapacity or revocation shall have been received at the registered office of the Association or by the chair of the meeting or adjourned meeting for which the proxy is given before the vote is taken.

4.20 Every proxy may be revoked by an instrument in writing:

- (a) executed by the member giving the same, and
- (b) delivered either at the business office of the Association at any time up to and including the last business day preceding the day of the meeting or adjourned meeting for which the proxy is given, or to the chair of the meeting on the day of the meeting or any adjournment thereof before any vote in respect of which the proxy is given shall have been taken;
- (c) The Directors may, but shall not be obligated to, solicit proxies prior to any meetings of the members. The solicitation of proxies may be undertaken in person, by mail or by email.

4.21 The solicitation of proxies referred to in By-law 4.20 shall take place at any time commencing with the notice of a members' meeting which has been given pursuant to By-law 3.3 and may continue up to and including the date of such members' meeting.

4.22 At any meeting of the Association the members may vote on any issue that arises by a show of hands, including a special Resolution.

4.23 No member may vote for the election of a Director by a proxy.

4.24 A ballot for the resolution electing Directors of the Association ("Ballot") shall be in the following form or in such other materially identical form that the Directors shall approve:

UNIVERSITY NEIGHBOURHOODS ASSOCIATION		
<u>BALLOT</u>		
Candidates for Resident Director:		
To vote, make an "X" in the Box to the right of your choice.		
(Name of Proposed Director)	<input type="checkbox"/>	For: Resident Director
(Name of Proposed Director)	<input type="checkbox"/>	For: Resident Director
(Name of Proposed Director)	<input type="checkbox"/>	For: Resident Director
(Name of Proposed Director)	<input type="checkbox"/>	For: Resident Director

4.25 The Ballot shall be completed and cast by a member, or a member holding valid power of attorney on behalf of the member (proof of which may be required) either by mailing or otherwise delivering the Ballot to the Association prior to the conclusion of voting at the meeting at which the election is to be held or by attending in person and casting that Ballot in person.

4.26 Once procedures for the conduct of any election for a Director have been established they shall not be changed within fourteen days of the election save in exigent circumstances and upon a vote of the Board.

4.27 Any issue at a general meeting which is not required by these By-laws or the *Society Act* to be decided by a special resolution shall be decided by an ordinary resolution. Matters requiring a special resolution include the removal of a Director, any amendment to these By-laws or the Constitution of the Association, and all matters identified as special business at a general meeting of the members.

5.0 DIRECTORS AND OFFICERS

5.1 The Directors may exercise all the powers and do all the acts and things that 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, but subject, nevertheless, to:

- (a) all laws affecting the Association
- (b) these By-Laws, and
- (c) rules, not being inconsistent with these By-laws, which are made from time to time by the Association in general meeting.

5.2 No rule, made by the Association in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

5.3 The Directors of the Association shall be qualified for appointment, shall serve as Directors and may be disqualified to serve as Directors of the Association as follows:

- (a) one Director shall be appointed by the President of the Alma Mater Society of The University of British Columbia and failing such appointment within 30 days of a request of the Directors, the Chair of the Board of Governors of The University of British Columbia shall appoint one Director on behalf of the Alma Mater Society ("**AMS Director**");
- (b) two Directors shall be appointed by the President of The University of British Columbia, failing such appointment within 30 days of a request, they shall be appointed by the Board of Governors of The University of British Columbia.
- (c) subject to the provisions of By-law 5.4(a), at least three Directors shall be persons who are ordinarily resident in one of the Local Areas (one of whom shall be referred to as a "**Resident Director**" and collectively referred to as the "**Resident Directors**").

5.4 The number of Directors shall be determined using the following formula:

- (a) for each 1,500 leases or rental agreements for residential occupation within the Local Areas, there will be one Resident Director position for election by the members. For more balanced representation, not more than three (3) Resident Directors may be resident in any single Local Area;
- (b) shall appoint two directors of the Association (“**UBC Directors**”); and
- (c) the President of the Alma Mater Society of The University of British Columbia shall appoint one Director and failing such appointment within 30 days of a request, the Board of Governors of the University of British Columbia shall appoint one Director.

5.5 The creation of a further Resident Director pursuant to these By-Laws shall be determined by resolution of the Directors, from time to time, in accordance with the formula set out in By-law 5.4(a).

5.6 All persons wishing to be elected as Resident Directors shall be nominated by not less than five (5) members with such nominations to be made in writing and delivered to the secretary of the Association not less than thirty (30) days prior to the date of the annual general meeting. The names of persons nominated for election as Resident Directors shall be published in a ballot in accordance with By-law 4.23 and delivered to the members with the notice of meeting and proxy in accordance with By-law 3.3.

5.7 Subject to By-law 5.19 the elected directors shall be elected for a term of two years for overlapping terms in such manner that each year the terms of office of one-half (1/2) of the elected Directors shall expire or if the Board consists of an uneven number of elected Directors, such numbers as the Directors decide. Each two-year term shall expire at the annual general meeting held in the second year after the year in which the Director was elected.

5.8 The Directors shall elect a chairperson (“Chair”) from among the Resident Directors. The Directors shall elect a secretary from among themselves.

5.9 If no successor is elected the person previously elected or appointed as the Chair or an officer continues to hold office.

5.10 The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors, provided such person is qualified to act as a Director pursuant to By-law 5.3.

5.11 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

5.12 The members may by special resolution remove a Resident Director before the expiration of the Resident Directors term of office, and may elect a successor to complete the term of office, provided such successor is qualified pursuant to By-law 5.3.

5.13 Every Director shall uphold the Constitution of the Association and comply with these By-laws. Each Director shall:

- (a) act honestly and in good faith and in the best interest of the Association; and
- (b) exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions as a Director.

- (c) In the event the Directors receives written notice from The University of British Columbia, or the Alma Mater Society of The University of British Columbia, that a Director appointed in accordance with By-law 5.3 is no longer qualified, has been removed or replaced as a Director or that such Director no longer has the authority of The University of British Columbia, or the Alma Mater Society of The University of British Columbia respectively, to act as a Director, the Directors shall record and acknowledge this change of Director.

5.14 A stipend of \$5,500 yearly be paid to each UNA elected Resident Elected Director and an additional \$2,750 to the Chair adjusted annually at the rate of the consumer price index as set out by the Inflation Calculator – Bank of Canada.

5.15 A Director shall be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Association.

5.16 A Director shall account to the Association for any benefit made as a consequence of the Association entering or performing any proposed contract or transaction, unless:

- (a) the Director discloses the interest to the Board prior to the proposed contract or transaction being approved by the Directors; and
- (b) the Director abstains from voting on the approval of the proposed contract or transaction,

or unless the contract or transaction was reasonable and fair to the Association at the time it was entered into, and after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution, and such Director shall not be counted in the quorum at a meeting of the Directors at which the proposed contract or transaction is approved.

5.17 Subject to By-law 5.18, a Director shall not be eligible for election as a Director for more than three (3) consecutive two (2) year terms. Upon application, the Directors may, by a sixty-five percent or greater majority, permit an elected Director to seek re-election for one further term.

5.18 A partial term as a Director served by a member who has been elected or appointed to fill a vacancy which arose mid-term, shall not be counted as a term for the purposes of By-law 5.17.

5.19 Notwithstanding By-law 5.7, where a Director resigns from office or otherwise ceases to hold office in the first year of a two year term, the members shall, at the next annual general meeting following the Directors' resignation, elect a new Director to fill the vacancy so created for a term of one year.

5.20 A resignation of a Director shall be in writing, submitted to the Board of Directors and shall be effective as at the next meeting of Directors.

6.0 PROCEEDINGS OF DIRECTORS AND COMMITTEES

6.1 The Directors shall meet not less than six times per calendar year at such places as the Directors think fit for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings, as the Directors see fit. The Directors shall be given reasonable notice of the date, time and location of the meetings of the Directors. The date, time and location of all Directors' meetings shall be made publicly available, and members or any other resident of a Local Area shall be entitled to attend all Directors' meetings which are not in camera.

6.2 The Directors shall from time to time fix the quorum necessary to transact business at a Directors' meeting, and unless so fixed the quorum shall be a majority of the Directors then in office.

6.3 The Chair shall chair all meetings of the Directors, but if at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present may, subject to By-law 5.8, choose one of their number to be chair at the meeting.

6.4 Questions arising at a Directors' meeting shall be decided by a majority of votes on a show of hands. In case of an equality of votes, the Chair shall have a second or casting vote.

6.5 No resolution proposed at a Directors' meeting need be seconded and the chair may move or propose a resolution.

6.6 A resolution in writing, signed by all the Directors and placed with the minutes Board, is as valid and effective as if regularly passed at a Directors' meeting.

6.7 A Director, with the consent of the Chair, may at any time convene a meeting of the Directors.

Committees

6.8 The Directors may delegate any, but not all, of its powers to committees consisting of such Director or Directors or members as they think fit.

6.9 In making any such delegation the Directors shall establish terms of reference. One invariable term of reference shall be that any committee so established shall regularly report to the Board of Directors.

6.10 In case of an equality of votes, the chair of the committee shall have a second or casting vote.

6.11 A committee shall elect a chair if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the members of the committee present shall choose one of their number to be chair of the meeting.

6.12 The members of a committee may meet, adjourn or terminate a meeting as they think proper.

6.13 Questions arising at a meeting of a committee shall be decided by a majority of vote on a show of hands. In a case of an equality of votes, the chair of the committee shall have a second or casting vote.

6.14 No resolution proposed at a meeting of a committee need be seconded and the chair of a meeting may move or propose a resolution.

7.0 DUTIES OF THE OFFICERS

7.1 The officers of the Association shall consist of a Chair, Secretary, Treasurer and such other officers as the Directors may appoint from time to time.

7.2 The Chair subject to these By-laws shall preside at all meetings of the Association and the Directors.

7.3 The Chair shall undertake such activities in connection with the affairs of the Association as determined by the Directors.

7.4 The Secretary shall, either directly or by delegation:

- (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,
- (d) have custody of the common seal of the Association, and
- (e) maintain the register of members.

7.5 The Treasurer shall, either directly or by delegation, oversee the financial affairs of the Association.

8.0 MANAGEMENT

8.1 The Directors may employ an executive manager and such other employees and persons as may be required to manage the business, financial and other affairs of the Association under the direction of the Board of Directors.

9.0 SEAL

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

9.2 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 chairman and secretary or president and secretary.

10.0 FINANCIAL

10.1 In order to carry out the purposes of the Association the Directors may, on behalf of and in the name of the Association, raise or borrow and 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.

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

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

10.4 The Association shall keep proper accounting records in respect to all financial and other transactions, including the following:

- (a) all money received and disbursed by the Association and the matter in respect of which the receipt and disbursement took place;
- (b) every asset and liability of the Association; and
- (c) every other transaction affecting the financial position of the Association.

10.5 Documents relating to the assets and liability of the Association, including the accounting records, shall be open to the inspection of any Director on reasonable notice to the Association.

11.0 AUDITOR

11.1 The Association shall have an auditor, who shall make an annual report to the members on the financial statements that are to be placed before the Association at the next annual general meeting. The auditor shall state in the report whether, in the auditor's opinion, the financial statements presents fairly the financial position of the Association and the results of its operations for the period under review and, shall identify expenditures or commitments which appear to be inconsistent with the purposes of the Association or significant changes from prior annual reports. If the opinion contained in the report of the auditor is qualified, the auditor shall state the reasons in the report.

11.2 At each annual general meeting the Association shall appoint an auditor to hold office until the next annual general meeting.

11.3 An auditor may be removed by ordinary resolution.

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

11.5 No Director, employee or member of the Association shall be auditor.

11.6 The auditor may attend general meetings.

12.0 NOTICES TO MEMBERS

12.1 A notice may be given to a member, either personally or by mail to them at their address as noted in the records of the Association.

12.2 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.

12.3 Notice of a general meeting shall be given to:

- (a) every person shown on the register of members on the day notice is given, and
- (b) the auditor.

12.4 No other person is entitled to receive a notice of general meeting.

12.5 The advance notice of a general meeting required by By-law 3.2 shall be published in a community, local or other newspaper as determined by the Directors.

13.0 BY-LAWS

13.1 On being admitted to membership, each member is entitled to, without charge, a copy of the Constitution and By-laws of the Association.

13.2 These By-laws shall not be altered or added to except by special resolution.

14.0 DISSOLUTION OF ASSOCIATION

14.1 In the event the Campus becomes part of the City of Vancouver or another municipality or similar type of local governing body, the Directors agree to put the question of the dissolution of the Association to the members at an extra-ordinary meeting called for that purpose. In the event that not less than 51% of the members in attendance at such extra-ordinary meeting and entitled to vote are in favour of the dissolution of the Association, the Association shall be dissolved.

15.0 AGREEMENTS WITH THE UNIVERSITY OF BRITISH COLUMBIA

15.1 In recognition of its unique relationship with The University of British Columbia, and the necessity to support and enhance The University of British Columbia's academic mission, the Association will comply with, and will cause its members to comply with all agreements made with The University of British Columbia. This provision was previously unalterable.

16.0 WINDING UP

16.1 On the winding up or dissolution of the Association, the assets remaining after all debts have been paid or provisions for payment have been made, shall be paid, transferred or delivered to The University of British Columbia Foundation. This provision was previously unalterable.

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