

BYLAWS OF UNIVERSITY NEIGHBOURHOODS ASSOCIATION

1.0 INTERPRETATION

1.1 In these Bylaws, unless the context otherwise requires:

Association means the University Neighbourhoods Association.

Board means the Directors.

Business Day means a day on which the Association's business office is open.

Chair means the Chair of the Association.

Designated Building means a building whose residents are eligible to become members pursuant to agreement between the Association and UBC, made in accordance with the Neighbours' Agreement 2015 or any successor agreement to the Neighbours' Agreement 2015.

Director means a person who is a director of the Association and, for greater certainty, does not include a person elected or appointed as a director until the person's term of office begins.

Faculty and Staff Housing means all institutional accommodation units, townhouses, apartments and housing used exclusively or primarily by faculty and/or staff of UBC.

Land Use Plan means the land use plan for the Point Grey campus of UBC deemed adopted by the Minister of Community and Rural Development in accordance with the *Municipalities Enabling and Validating Act (No. 3)*, Part 10 – 2010, as amended from time to time.

Local Areas means those residential neighbourhood plan areas identified for non-institutional development in Schedule C – Plan Areas, of the Land Use Plan, excluding all Student Housing, but not excluding Faculty and Staff Housing.

Qualified Recipient has the meaning given by the *Societies Act*.

Resident Member means a person who is a member pursuant to Bylaw 2.1(a).

Secretary means the Secretary of the Association.

Societies Act means the *Societies Act* of British Columbia from time to time in force and all amendments to it and any legislation that succeeds the *Societies Act*.

Student Housing means institutional accommodation units, townhouses, apartments and housing used exclusively or primarily by students of UBC or UBC's affiliated theological colleges, including students visiting from other educational institutions.

Treasurer means the Treasurer of the Association.

UBC means The University of British Columbia.

UBC Member means a person who is a member pursuant to Bylaw 2.1(b).

1.2 For the purpose of these Bylaws, a Resident Member who becomes a Director by acclamation is deemed to have been elected.

1.3 Except for terms defined in these Bylaws, the definitions in the *Societies Act* apply to these Bylaws.

1.4 If there is a conflict between a provision of these Bylaws, and the *Societies Act*, the regulations under the *Societies Act*, or any other enactment of British Columbia or Canada, the provision has no effect.

2.0 MEMBERSHIP

2.1 The members of the Association are the following persons:

- (a) persons who become members in accordance with Bylaw 2.3; and
- (b) up to 2 persons appointed from time to time by the President of UBC.

2.2. To be eligible to be a member, a person must

- (a) be at least 18 years of age, and
- (b) except for persons who are members pursuant to Bylaw 2.1(b), reside in a Local Area or Designated Building.

2.3 A person who is eligible to be a member may apply to become a member by application to the Association and becomes a member upon the confirmation of the Association that the person meets the eligibility requirements for membership.

2.4 A person appointed pursuant to Bylaw 2.1(b) becomes a member on receipt by the Association of written notice from UBC of the appointment.

2.5 Every member shall uphold the Constitution and comply with these Bylaws.

2.6 A person ceases to be a member:

- (a) by delivering the person's resignation in writing to the business office of the Association;
- (b) on the person's death;
- (c) on ceasing to be eligible to be a member; or
- (d) in the case of a person who is a member pursuant to Bylaw 2.1(b), on receipt by the Association of written notice from UBC that the person's appointment as a member has terminated or been revoked.

2.7 A member may not be disciplined or expelled.

3.0 MEETINGS OF MEMBERS

3.1 Every general meeting shall be held on the day and at the time and place, in accordance with the *Societies Act*, as the Board decides.

3.2 An annual general meeting shall be held in each calendar year not more than 6 months after the fiscal year end of the Association.

3.3 The members may requisition a general meeting by delivering to the Association's registered office a requisition signed by not less than 10% of the members and the Board shall, within 21 days, call a general meeting, to be held within 60 days after the date of the Association's receipt of the requisition, to consider the business stated in the requisition.

3.4 The members may deliver to the Association's business office a notice signed by not less than 1% of the members setting out a matter that the members propose to have considered at an annual general meeting and the Association shall, in accordance with section 81 of the *Societies Act*, include the proposal in the notice of the annual general meeting if the proposal was received by the Association at least 7 days before notice of the annual general meeting is sent.

3.5 The Association shall, not less than 21 days before it holds a general meeting, give notice of the general meeting to the members in accordance with Bylaw 14. A proxy in the form determined by the Board shall accompany the notice.

3.6 The notice of a general meeting shall specify:

- (a) the place, the day and the time of the meeting;
- (b) in the case of special business (as defined in Bylaw 4.1), the nature of that business; and
- (c) the text of any special resolution to be considered at the meeting.

3.7 Every general meeting, other than an annual general meeting, is a special general meeting.

3.8 The accidental omission to give notice of a general meeting to a member, the accidental omission to include a proxy with a notice, or the non-receipt of a notice of a general meeting by any member does not invalidate proceedings at that general meeting.

4.0 PROCEEDINGS AT GENERAL MEETINGS

4.1 Special business is:

- (a) all business at a special general meeting except the adoption of rules of order and procedural motions, and
- (b) all business at an annual general meeting, except,
 - (i) the adoption of rules of order and procedural motions;

- (ii) the consideration of the financial statements;
- (iii) the report of the Directors;
- (iv) the most recent report of the auditor;
- (v) the appointment of the auditor; and
- (vi) the other business that, under these Bylaws, must be transacted at an annual general meeting or business which is introduced in the report of the Directors.

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 for a general meeting is 10 members who are present in person or by proxy.

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 Bylaw 4.7, the Chair shall preside as chair of a general meeting, unless another person is selected by the Board in advance of the meeting.

4.7 If the person who, pursuant to Bylaw 4.6, is to chair a general meeting is not present within 15 minutes after the time appointed for holding the meeting, any Director present may be appointed by the members present to act as chair. If no Director is present or no Director is willing to act as chair, the members present shall choose a chair.

4.8 The chair of a general meeting may, or, if so directed by the members at the meeting, must, adjourn a general meeting 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 general meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given in the manner set out under Bylaw 14.2 except that the Association shall not be required to provide 21 days advance notice of the adjourned meeting.

4.10 Except as provided in Bylaw 4.9, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

4.11 A resolution proposed at a general meeting must be seconded and the chair of a general meeting may propose a resolution.

4.12 In case of an equality of votes at a general meeting, the chair shall not have a casting 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 is entitled to one vote at a general meeting.

4.14 Voting on ordinary resolutions at a general meeting shall be by show of hands. Voting on special resolutions at a general meeting shall be by ballot provided that at any meeting the members may agree by ordinary resolution to vote by a show of hands on 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 3 months after the general meeting and shall be subject to inspection by a member at the business office of the Association during normal business hours.

4.15 A member may appoint by proxy a person to act and vote on behalf of the member at a general meeting.

4.16 A proxy:

- (a) shall be in writing and in the form determined by the Board;
- (b) shall be signed by the member giving it;
- (c) may contain limitations on the exercise of the power conferred by it; and
- (d) is valid only at the general meeting for which it is given and any adjournment of that meeting.

4.17 A proxyholder:

- (a) must be a member; and
- (b) if not a Director, may be the proxyholder for at most 5 other members who have given a general power of proxy.

4.18 The original or a copy of a proxy may be deposited at such place as is specified for that purpose in the notice calling the general meeting at any time prior to the commencement of the meeting, or adjourned general meeting, or with the chair of the meeting, the Secretary, or the senior manager of the Association.

4.19 A vote given in accordance with a proxy is valid notwithstanding the previous death or incapacity of the member giving the proxy.

4.20 A proxy may be revoked only by an instrument in writing:

- (a) executed by the member who gave the proxy; and
- (b) delivered either to the business office of the Association at any time up to and including the last Business Day preceding the day of the general meeting or adjourned general meeting for which the proxy is given, or to the chair of the meeting, the Secretary, or the senior manager of the Association on the day of

the meeting, or any adjournment thereof, before any vote in respect of which the proxy is given has taken place.

4.21 Directors may, but are not obliged to, solicit proxies prior to a general meeting.

4.22 Any issue at a general meeting which is not required by these Bylaws or the *Societies Act* to be decided by a special resolution shall be decided by an ordinary resolution.

5.0 ELECTION OF DIRECTORS

5.1 An election of directors shall be held in 2021 and in every third calendar year thereafter.

5.2 For a year in which an election is required, the Board shall:

- (a) at least 14 days before the date set by the Board under Bylaw 5.2(b), publish an advance notice of the election in a community, local or other newspaper, and on the Association website, which notice shall include a call for nominations and the deadlines set by the Board under this Bylaw 5.2;
- (b) set the deadline by which nominations must be received by the Association, which shall be at least 15 days before the date set by the Board under Bylaw 5.2(c);
- (c) set the deadline by which the Association must send ballots to members;
- (d) set the deadline by which completed ballots must be received by the Association, which deadline shall be
 - (i) after the Association’s annual general meeting for the year,
 - (ii) before December, and
 - (iii) at least 21 days after the date set by the Board under Bylaw 5.2(c).

5.3 Only Resident Members may be elected as directors. A Resident Member seeking to be elected as a director must be nominated by no fewer than 5 other Resident Members. Nominations must be in writing and delivered to the Association’s business office by the deadline for nominations set by the Board under Bylaw 5.2(b).

5.4 The nomination of a member who is prohibited by Bylaw 6.17 from serving an additional term is invalid.

5.5 If, at any time after the close of nominations and on or before the date set by the Board under Bylaw 5.2(d), the number of nominees (excluding persons who have ceased to be nominees) is equal to or less than the number of directors to be elected, the nominees are acclaimed as Directors.

5.6 If Bylaw 5.5 does not apply and any nominee is a Director seeking to serve an additional term as permitted by Bylaw 6.18, nominees, other than nominees who are such

Directors, are acclaimed as directors and an election shall be held in which the only candidates are the Directors seeking to serve an additional term as permitted by Bylaw 6.18.

5.7 For each election – other than an election for which it can be determined in sufficient time that Bylaw 5.5 applies – the Association must send, by the date set by the Board under Bylaw 5.2(c), to every person who is a member at least 7 Business Days before that date:

- (a) the name of each nominee who has not been acclaimed as Director;
- (b) a statement provided by the nominee not exceeding 200 words;
- (c) a ballot; and
- (d) instructions for the completion and return of the ballot, including the date set by the Board under Bylaw 5.2(d).

5.8 Each member eligible to vote in an election is entitled to complete and return one ballot in accordance with the instructions provided by the Association.

5.9 Ballots shall be secure, secret, and in a form that the Board approves.

5.10 The persons eligible to vote in an election are those persons who are members 2 Business Days prior to the date set by the Board under Bylaw 5.2(d). Any person becoming a member in the period

- (a) beginning immediately after the day that is 7 Business Days before the date set by the Board under Bylaw 5.2(c), and
- (b) ending at the end of the second Business Day before the date set by the Board under Bylaw 5.2(d)

shall be provided with the materials referred to in Bylaw 5.7 at the time of becoming a member, unless it has been determined that Bylaw 5.5 applies with respect to the election.

5.11 The Board shall establish all procedures for the conduct of an election that are not provided under these Bylaws.

5.12 The nominees who are elected as Directors are those who receive the larger number of votes until all positions are filled.

5.13 If 2 or more nominees receive the same number of votes and, as a result, their election together with the election of nominees who receive a larger number of votes would result in more elected nominees than positions to be filled, the nominee or nominees to be elected from among the nominees who receive the same number of votes shall be determined by lot using the method described in section 151(a) to (c) of the Local Government Act (as it read at the time of adoption of these Bylaws), administered by the person responsible for the conduct of the election.

5.14 If the method in Bylaws 5.12 and 5.13 for determining the elected nominees would or may, before the application of this Bylaw, result in more than 3 Directors who reside in a particular Local Area or Designated Building, the following provisions apply:

- (a) each nominee whose election would result in more than 3 Directors who reside in that Local Area or Designated Building is deemed to have received fewer votes than nominees who do not reside in that Local Area or Designated Building;
- (b) in applying (a), nominees shall be assumed to be elected one after the other, in accordance with the number of votes received (starting with the nominee who received the most votes); and
- (c) if the number of nominees, other than nominees with respect to whom (a) applies, is less than the number of positions to be filled, the remaining positions shall be filled by applying Bylaws 5.12 and 5.13 with respect to the remaining nominees.

5.15 For the purposes of Bylaw 5.14 (a), if

- (a) 2 or more nominees who reside in the particular Local Area or Designated Building receive the same number of votes,
- (b) the election of all those nominees would result in more than 3 Directors who reside in the particular Local Area or Designated Building, and
- (c) the election of some but not all of those nominees would not have this consequence,

the nominees with respect to whom Bylaw 5.14 (a) applies shall be determined by lot using the method described in section 151(a) to (c) of the Local Government Act (as it read at the time of adoption of these Bylaws), administered by the person responsible for the conduct of the election.

5.16 Notwithstanding anything to the contrary, in the event that an election cannot take place in accordance with these Bylaws due to circumstances beyond the control of the Association, the Board may make alternative arrangements for the election, with such arrangements to comply as closely as possible to the requirements for elections under these Bylaws.

6.0 DIRECTORS

6.1 The Directors must manage, or supervise the management of, the activities and internal affairs of the Association and 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 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) in recognition of its unique relationship with UBC, and the necessity to support and enhance UBC's academic mission, compliance with all agreements made between UBC and the Association; and
- (c) these Bylaws.

6.2 Subject to Bylaw 6.3, the number of directors is 6.

6.3 The Board may increase the number of directors to 7. Once it has set the number of directors at 7 it may not lower the number.

6.4 No person may become a Director if the person is not qualified pursuant to the *Societies Act* to be a director of a society. If a person is not qualified, the election or appointment of the person is void.

6.5 If, at any time, a Director ceases to be qualified pursuant to the *Societies Act* to be a director of a society, he or she ceases to be a Director.

6.6 A person elected as a Director holds office for a term that

- (a) commences at the start of the first Board meeting after the date set by the Board under Bylaw 5.2(d) for the election, and
- (b) ends at the start of the first Board meeting after the date set by the Board under Bylaw 5.2(d) for the next election of directors.

6.7 The Board may, from time to time, appoint a Resident Member as a Director to fill a vacancy. The term of office of a Resident Member so appointed commences on the day specified by the Board and ends at the start of the first Board meeting after the date set by the Board under Bylaw 5.2(d) for the next election of directors.

6.8 The members may, by special resolution, remove a Director from office and may elect a successor at the general meeting at which the Director is removed to complete the term of the Director.

6.9 Each Director shall uphold and comply with the Constitution and Bylaws.

6.10 Each Director, when exercising the powers and performing the functions of a Director, shall:

- (a) act honestly and in good faith with a view to the best interests of the Association; and
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances.

6.11 A stipend shall be paid each year, within 5 Business Days after November 30 of the year, to each person who was a Director at any time in the period beginning December 1 of the preceding year and ending November 30 of the year. The stipend is payable for service during that period.

6.12 The annual amount of the stipend for 2020 is \$6,271 for service as a director other than the Chair and \$9,406 for service as the Chair. The annual amount of the stipend for each subsequent year shall be determined by multiplying the annual amount of the stipend for the preceding year by the ratio of the Consumer Price Index for that preceding year to the Consumer Price Index for the year that is two years preceding. For this purpose, the Consumer Price Index for a year is the annual average all-items Consumer Price Index for the year for British Columbia, not seasonally adjusted, as determined by Statistics Canada.

6.13 The amount of the stipend payable to a person for service as a director other than the Chair for the period in a calendar year for which the stipend is payable shall be determined by prorating the annual amount of the stipend for the year by the ratio of the number of days in the period that the person served as a director other than the Chair to 365. The amount of the stipend payable to a person for service as the Chair shall be determined in a similar manner.

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

6.15 For any matter that is, or is to be, the subject of consideration by the Board, if that matter could result in the creation of a duty or interest that materially conflicts with a Director's duty or interest as a Director, directly or indirectly, that Director shall fully disclose the interest to the Board, abstain from voting on the matter, leave the meeting when the matter is being discussed or voted on, and refrain from any action intended to influence the discussion or vote.

6.16 A Director shall account to the Association for any profit made as a consequence of the Association entering into or performing any contract or transaction, unless:

- (a) the Director complies with Bylaw 6.15; or
- (b) 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 of the members.

6.17 Except as permitted by Bylaw 6.18, a member may not serve more than 2 consecutive terms as a Director.

6.18 If, before giving effect to this Bylaw, there are fewer nominees for an election of directors than positions to be filled, a member who would otherwise be prohibited by Bylaw 6.17 from serving another term may serve another term. For greater certainty, this Bylaw may apply more than once to a Director.

6.19 A partial term as a director served by a member who has been appointed to fill a vacancy (other than a member appointed after 2020 and within 6 months after the end of an election of directors) shall not be counted as a term for the purposes of Bylaw 6.17.

6.20 A Director may resign in accordance with the *Societies Act*.

7.0 PROCEEDINGS OF DIRECTORS

7.1 The Directors shall meet not less than 6 times per calendar year. The Chair shall determine the dates, times and locations of Board meetings.

7.2 The Directors shall be given reasonable notice of the date, time and location of each Board meeting. For this purpose, "Director" includes any person whose term of office as a director will commence at the beginning of the meeting.

7.3 The date, time and location of each Board meeting shall be publicized. Members and other residents of the Local Areas and Designated Buildings are entitled to attend all Board meetings which are not closed or *in camera*.

7.4 Subject to these Bylaws, the Directors may establish the procedure for Board meetings, and may adjourn meetings.

7.5 The quorum to transact business at a Board meeting is a majority of the Directors at the time of the meeting.

7.6 Except as otherwise provided in this Bylaw, the Chair shall chair all meetings of the Board. If the Chair is not present within 30 minutes after the time for the start of the meeting, if the Chair has indicated an intended absence from the meeting, or if there is no Chair, the Directors present shall choose a Director who is present to chair the meeting. If the Directors elect a Chair at a Board meeting, the Chair shall thereupon commence to chair the meeting.

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

7.8 The chair of a Board meeting may move or propose a resolution.

7.9 The Directors may approve a resolution without meeting if they consent unanimously, excluding abstentions, in writing.

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

7.11 The Board may delegate any, but not all, of its powers provided that it continues to supervise the management and affairs of the Association. In making any such delegation the Board shall establish terms of reference which shall include that any committee, delegate, or delegates to which powers are delegated shall regularly report to the Board.

8.0 UBC OBSERVERS

8.1 Subject to Bylaws 8.2 and 8.3, the UBC Members may attend all Board meetings.

8.2 The Board may, by resolution, exclude the UBC Members from attending the portion of a closed or *in camera* meeting that involves consideration of a matter for which it can reasonably be concluded that UBC may be adverse in interest to the Association, but only if the UBC Members are

- (a) informed in advance that they may be excluded,
- (b) given sufficient information of a general nature to ascertain the rationale for their potential exclusion, and
- (c) given the opportunity to provide any additional information that may be relevant to the Board's decision.

8.3 Unless permitted by the meeting chair, the UBC Members may not be present for the discussion of a motion to exclude them.

8.4 If UBC Members are not permitted to be present for the discussion of a motion to exclude them and the motion is adopted, the meeting chair shall inform the UBC Members of the decision and give them a brief summary of the reasons for their exclusion.

8.5 The UBC Members may participate in discussions at a Board meeting, except as otherwise decided by the meeting chair, acting reasonably.

8.6 Subject to Bylaw 8.7, the Association shall provide the UBC Members with reasonable notice of all Board meetings and with all documents prepared for Board meetings.

8.7 Bylaw 8.6 does not apply with respect to documents relating to any matter for which the Chair (or a delegate of the Chair), reasonably believes that UBC will be adverse in interest to the Association and anticipates that a Board resolution excluding the UBC Members will be adopted. If the Board does not exclude the UBC Members from attending when the matter is considered, they shall be given the documents relating to the matter.

8.8 One UBC Member shall be permitted to attend and participate in meetings of the Association's committee that has responsibility for the formulation of the Association's annual budget. Except as otherwise directed by the Board, the UBC Member is permitted to share all budget-related information and Association financial reports with UBC employees and the Board of Governors of UBC, but only for the purposes of enabling UBC to exercise its rights and comply with its obligations under any agreement between the Association and UBC.

9.0 OFFICERS

9.1 The officers of the Association consist of a Chair, Secretary, Treasurer and such other officers as the Directors elect from time to time from among themselves. An officer holds his or her office until the earlier of the election of a successor or the time at which the officer ceases to be a Director.

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

9.3 The Secretary shall, either directly or by delegation:

- (a) issue notices of meetings of the Association and Board,
- (b) keep minutes of all meetings of the Association and Board,
- (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.

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

10.0 MANAGEMENT

10.1 The Board may appoint a senior manager of the Association in accordance with section 61 of the *Societies Act*, 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.

11.0 SEAL

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

11.2 The common seal shall be affixed only when authorized by a Board resolution and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the Chair and the Secretary.

12.0 RECORDS AND FINANCES

12.1 In order to carry out the purposes of the Association the Board 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 it decides, and, in particular but without limiting the foregoing, by the issue of debentures.

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

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

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

- (a) each receipt or disbursement of the Association;
- (b) every asset and liability of the Association; and
- (c) every other transaction affecting the financial position of the Association.

12.5 The records of the Association that must be available for inspection by the members under the *Societies Act* may be inspected by the members at the business office of the Association.

13.0 AUDITOR

13.1 The Association shall have an auditor, who shall prepare an annual report to the members on the financial statements that are to be placed before the Association at each annual general meeting. The auditor shall state in the report whether, in the auditor's opinion, the financial statements present 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.

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

13.3 An auditor may be removed by ordinary resolution.

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

13.5 No Director, employee or member of the Association may be auditor.

13.6 The auditor may attend general meetings.

14.0 NOTICES TO MEMBERS

14.1 Unless otherwise specified in these Bylaws, a notice may be given either personally, by mail, or by email to the members at their addresses as noted in the records of the Association or, in the case of notice of a general meeting, in accordance with Bylaw 14.2.

14.2 Provided the Association has more than 250 members, notice of a general meeting may be given by:

- (a) emailing it to the email address of every member who has provided an email address to the Association; and
- (b) posting it to the Association website throughout the period commencing at least 21 days before the meeting and ending when the meeting is held.

14.3 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.

14.4 Notice of a general meeting shall be given to:

- (a) every person who is a member on the day the notice is given; and
- (b) the auditor.

15.0 BYLAWS

15.1 A member is entitled to receive, without charge, one copy of the current Constitution and Bylaws of the Association.

15.2 These Bylaws shall not be altered or added to except by special resolution.

15.3 Notwithstanding anything to the contrary, Bylaws 6.1(b), 16.2, and this Bylaw, shall not be altered or added to except by special resolution where at least one UBC Member is present and no UBC Member opposes the resolution.

16.0 DISSOLUTION OF ASSOCIATION

16.1 In the event the Local Areas become part of the City of Vancouver or another municipality or become governed by a similar type of local government, the Directors shall put the question of the dissolution of the Association to the members at a special general meeting called for that purpose.

16.2 If the members authorize dissolution of the Association, or if the Association enters into liquidation proceedings pursuant to the *Societies Act*, the assets remaining after all liabilities have been paid or adequate provision for payment of the liabilities has been made, shall be distributed to the Qualified Recipient that replaces the Association as the provider of municipal-like services. If there is no such Qualified Recipient, then the remaining assets shall be distributed to the Qualified Recipient or Qualified Recipients specified in an ordinary resolution of the members or, if passing an ordinary resolution is not feasible, specified in a Board resolution.

17.0 TRANSITION

17.1 This Bylaw 17 applies notwithstanding any other provision in these Bylaws.

17.2 In this Bylaw 17,

AMS means the Alma Mater Society of the University of British Columbia Vancouver.

Application means the bylaw alteration application in respect of the alterations to the Association's Bylaws authorized by special resolution passed at the first special general meeting held in 2020.

17.3 A person who is a member of the Association immediately before the filing of the Application:

- (a) if appointed a member by the President of the AMS, ceases to be a member on the filing of the Application;
- (b) if appointed a member by the President of UBC, is deemed to have been appointed pursuant to Bylaw 2.1(b); and
- (c) otherwise, is deemed to have become a member in accordance with Bylaw 2.3.

17.4 A person who, immediately before the filing of the Application, is a Director because of appointment by the President of the AMS or the President of UBC ceases to be a Director on the filing of the Application and is not entitled to a stipend for any period in which the person was a Director.

17.5 The stipend payable in December 2020 to each Director and former Director shall be for the period beginning November 7, 2019 and ending November 30, 2020.

17.6 For greater certainty, the term of office of all persons who, immediately after the filing of the Application, continue to be Directors ends at the start of the first Board meeting after the date set by the Board under Bylaw 5.2(d) for the election of directors in 2021.

