

Updating and Other Minor Amendments to the UNA Bylaws

The following amendments are made to the Bylaws of the University Neighbourhoods Association:

1. The definition of “Faculty and Staff Housing” in Bylaw 1.1 is deleted.

The term “Faculty and Staff Housing” is unnecessary. See the comments on the definition of the new term “Local Area”.

2. The definition of “Land Use Plan” in Bylaw 1.1 is replaced by the following:

Land Use Plan means the land use plan for the UBC Point Grey campus, ~~of UBC~~ deemed adopted by section 37(1) of the Minister of Community and Rural Development in accordance with the Municipalities Enabling and Validating Act (No. 3), Part 10—2010, SBC 2001, c 44, as amended or replaced from time to time.

The addition of “or replaced” extends the definition to include replacement plans. This amendment is necessary because UBC is proposing to replace its current Land Use Plan with a new land use plan. The other amendments are non-substantive; they provide a more precise reference to the relevant legislation.

3. The definition of “Local Areas” in Bylaw 1.1 is replaced by the following definition of “Local Area”:

Local Area means an area designated on a land use map in the Land Use Plan as a neighbourhood, neighbourhood housing area, or area similarly described.

The definition of “Local Areas” refers to a specific schedule in the land use plan. That reference will cease to be valid if UBC’s proposed land use plan is approved.

The definition of “Local Areas” states that it excludes Student Housing but does not exclude Faculty and Staff Housing. Neither statement is included in the definition of “Local Area”. The only place where the exclusion for Student Housing is relevant is in Bylaw 2.2, which sets out the eligibility conditions for residents to become UNA members. An exclusion for residents of Student Housing is added to that bylaw. The statement that Faculty and Staff Housing is not excluded is superfluous; there is nothing in the definition that would otherwise exclude such housing.

4. The definition of “Student Housing” in Bylaw 1.1 is replaced by the following:

Student Housing means a primarily residential building that contains housing purpose-built for students~~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.

The amendments to this definition make it closer to the definition of “Student Housing” in UBC’s draft land use plan.

5. The definition of “Treasurer” in Bylaw 1.1 is deleted.

See the explanation of the amendment to Bylaw 9.1.

6. Bylaw 2.2 is replaced by the following:

- 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 (other than in Student Housing) or in a Designated Building.

This is a consequential amendment, made because the new definition of “Local Area” does not exclude Student Housing.

7. Bylaw 4.14 is replaced by the following:

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 Association 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.

It has not been the UNA’s practice for the Secretary to retain ballots and proxy forms.

8. Bylaws 6.2 and 6.3 are replaced by the following:

6.2 ~~Subject to Bylaw 6.3, t~~he number of directors is 7~~6~~.

6.3 ~~[Deleted]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.~~

The Board increased the number of directors to 7 at its meeting on May 18, 2021.

9. Bylaw 6.12 is replaced by the following:

6.12 The annual amount of the stipend for 202~~30~~ is \$6,944,271~~6,944,271~~ for service as a director other than the Chair and \$10,416,406~~10,416,406~~ 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.

The 2020 stipends are replaced with the stipends for 2023, which are equal to the 2020 stipends increased for inflation.

10. Bylaws 7.1 to 7.10 are replaced by the following:

7.1 The Board must meet at least 6 times in each calendar year.

7.2 A Board meeting may be an electronic meeting (as defined in the Societies Act).

7.3 The Chair is to determine the dates and times of regular Board meetings, and the location of the meetings at which Directors must or may participate in person.

7.4 At the request of two or more Directors, the senior manager (or delegate) must convene a Board meeting.

7.5 The quorum for 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 is to chair a Board meeting. If the Chair is not present (in person or electronically) within 30 minutes after the time for the start of the meeting, if the Chair has given notice that he or she will not attend the meeting, or if there is no Chair, the Directors present shall choose a Director 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 The chair of a Board meeting may make or second a motion.

7.8 Except as otherwise provided in rules of procedure adopted by the Board, a motion is carried only if a majority of the votes cast are in favour of the motion. In the case of an equality of votes, the chair does not have a second vote.

7.9 The Board may establish rules of procedure for Board meetings. A rule that is inconsistent with these Bylaws is ineffective to the extent of the inconsistency.

7.10 If a Board meeting includes an open session, residents of the Local Areas and Designated Buildings must be permitted to attend the session.

These provisions are generally similar to current Bylaws 7.1 to 7.10 (except that Bylaw 7.9 is replaced below by a new Bylaw 7.11 below). The amendments do the following:

- Delete notice provisions that can be left to the Board Rules of Procedure
- Explicitly permit Board meetings to be held fully or partially electronically and make consequential changes.
- Organize the provisions in a more logical order.
- Remove the chair of a meeting's right to cast a second vote in the event of a tie. All directors are equal. No director's view should carry more weight in a vote than the views of other directors. To allow one director to cast two votes is undemocratic.
- Require a Board meeting to be convened at the request of any two directors (in place of the current bylaw, which provides that a director can convene a meeting with the consent of the Chair). While the Board Rules of Procedure already provide for this, the inclusion of the provision in the bylaws will strengthen it.

11. Bylaw 7.11 is renumbered as 7.12 and the following Bylaw 7.11 is added:

7.11 The Directors may adopt a motion without meeting by consenting in writing to the motion unanimously (excluding abstentions). For greater certainty, writing includes email.

This is a slightly reworded version of current Bylaw 7.9, with the addition of the statement regarding emails.

12. The heading to Bylaws 8.1 to 8.8 is replaced by “UBC MEMBERS”.

The current heading is “UBC OBSERVERS”. As the UBC Members can participate in Board meetings, it is not appropriate to refer to them as “observers”.

13. The portion of Bylaw 8.2 before paragraph (a) thereof is replaced by the following:

8.2 The Board may, by resolution, exclude the UBC Members from attending the portion of a closed or ~~in-camera~~restricted closed session of a Board 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

Under the Board Rules of Procedure, a meeting is comprised of one or more of an open session, a closed session, and a restricted closed session. The amendment makes the bylaw consistent with the Rules of Procedure.

14. Bylaw 9.1 is replaced by the following:

9.1 The officers of the Association consist of a Chair, and a 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.

The position of Treasurer is superfluous. The UNA has a Finance Manager, and the Board has a Finance & Audit Committee with a director appointed as chair of the committee. The role assigned by the bylaws to the Treasurer is carried out by the Finance Manager and the committee.

The provision for the Board to elect other officers of the UNA is deleted because it has never been used and there is no conceivable situation where other officers would be required.

15. Bylaws 9.3 and 9.4 are deleted.

Bylaw 9.3 specifies activities that are to be undertaken by the Secretary, either directly or by delegation. In practice, the activities have been carried out by UNA staff without any involvement of the Secretary.

Bylaw 9.4 requires the Treasurer to oversee the UNA's financial affairs. This function is carried out by the UNA's Finance Manager and the Board's Finance and Audit Committee.

16. The following Bylaw 9.3 is added:

9.3 The Board may, from time to time, appoint a Director to act in place of the Chair while the Chair is absent or otherwise unable to perform his or her functions.

This new bylaw enables the Board to appoint an acting Chair.

17. Bylaws 17.1 to 17.6 and the heading to them are deleted.

These bylaws contain transition provisions that were applicable with respect to the change in 2020 to an all-elected Board of Directors. The provisions no longer serve any purpose.