



To: Board of Directors
From: Bill Holmes
Date: June 16, 2023
Re: UNA Bylaw Amendments for AGM

Introduction

At its May 16th meeting, the Board directed staff to request comments from residents on two sets of draft amendments to the UNA Bylaws: amendments to implement online voting for the election of directors; and amendments to update and make minor changes to the Bylaws.

The consultation was announced on May 24 and residents were given until June 7 to provide comments by email.

Result of Consultation

Six residents sent emails to the UNA in response to the request for comments. Only one resident raised a concern with the Bylaw amendments. However, the concern was based on a misunderstanding of the effect of a couple of amendments. Consequently, I have not made any changes to the amendments. The Bylaw amendments attached to this report are identical to the amendments that were included in the agenda package for the open session of the May 16 Board meeting.

Proposed Motions

I will make the following motions at the Board meeting:

THAT approval be sought at the UNA's 2023 Annual General Meeting for the proposed amendments to the UNA Bylaws, attached to the report to the Board dated June 16, 2023, that implement online voting for the election of directors.

THAT approval be sought at the UNA's 2023 Annual General Meeting for the proposed amendments to the UNA Bylaws, attached to the report to the Board dated June 16, 2023, that update and make minor changes to the Bylaws.

Attachments

1. Proposed Amendments to UNA Bylaws to Implement Online Voting for Directors
2. Proposed Updates and Minor Amendments to UNA Bylaws

Amendments to UNA Bylaws to Implement Online Voting for Directors

1. Bylaws 5.1 to 5.16 of the Bylaws of the University Neighbourhoods Association are replaced by the following:

5.1 An election of directors must be held in 2024 and in every third calendar year thereafter.

5.2 Voting in an election is to take place online, using a secure online voting system approved by the Board.

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

- (a) set the deadline by which nominations are to be received by the Association, which deadline must be at least 15 days before the date set by the Board under Bylaw 5.3(b);
- (b) set the deadline by which the Association must, if Bylaw 5.10 applies, mail or email to members the information required by that Bylaw; and
- (c) set the voting period, which is to
 - (i) commence after the Association's annual general meeting for the year,
 - (ii) end before December, and
 - (iii) be a period of at least 21 days after the date set by the Board under Bylaw 5.3(b).

5.4 Throughout a period of at least 14 days ending on the day set by the Board under Bylaw 5.3(a), the Association shall display on the Association website a notice of the election that includes a call for nominations and the deadlines and voting period set by the Board under Bylaw 5.3.

5.5 At least 14 days before the day set by the Board under Bylaw 5.3(a), the Association shall notify Resident Members of the election, which notification may be given by mail or email. In addition, if a community newspaper exists and an issue of the paper will be published in the 14-day period ending on the day set by the Board under Bylaw 5.3(a), the Association shall, if possible, have the election notice published in the paper.

5.6 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 5.3(a).

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

5.8 If, at any time after the close of nominations, 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 and the election ends.

5.9 If Bylaw 5.8 does not apply and any nominee is a Director seeking to serve an additional term as permitted by Bylaw 6.18,

- (a) nominees, other than nominees who are such Directors, are acclaimed as directors, and
- (b) the election shall be limited to filling the remaining positions from among the Directors seeking to serve an additional term as permitted by Bylaw 6.18.

5.10 For each election – other than an election for which it can be determined in sufficient time that Bylaw 5.8 applies – the Association must either mail or email, by the day set by the Board under Bylaw 5.3(b), to every person who is a member at least 7 Business Days before that day:

- (a) the name of each nominee who has not been acclaimed as a director;
- (b) a statement provided by each such nominee not exceeding 200 words; and
- (c) instructions for online voting, including the voting period set by the Board under Bylaw 5.3(c), and a password, personal identification number, or other authentication code to enable the person to vote.

5.11 The persons eligible to vote in an election are those persons who are members 2 Business Days before the last day of the voting period set by the Board under Bylaw 5.3(c).

5.12 Unless Bylaw 5.8 applies with respect to an election, when a person becomes a member in the period that

- (a) begins immediately after the day that is 7 Business Days before the day set by the Board under Bylaw 5.3(b), and
- (b) ends at the end of the second Business Day before the last day of the voting period set by the Board under Bylaw 5.3(c),

the Association shall give or email to the person the materials referred to in Bylaw 5.10.

5.13 The Association shall provide at least 3 kiosks at which members can vote online during an election. The kiosks must be available on 3 or more days during the voting period set by the Board under Bylaw 5.3(c), including the last day of that period.

5.14 The Board shall establish the rules and procedures for an election that are not provided under these Bylaws.

5.15 The Association's senior manager is responsible for those aspects of the conduct of an election for which the Board has not appointed another person to be responsible.

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

5.17 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 a method analogous to that described in sections 151(a) to (c) of the Local Government Act (as it read on September 1, 2023), administered by the person responsible for the conduct of the election.

5.18 If the method in Bylaws 5.16 and 5.17 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 to whom (a) applies, is less than the number of positions to be filled, the remaining positions shall be filled by applying Bylaws 5.16 and 5.17 with respect to the nominees to whom (a) applies.

5.19 For the purposes of Bylaw 5.18(a), if

- (a) 2 or more nominees who reside in the 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 Local Area or Designated Building, and
- (c) the election of fewer than all those nominees would not have this consequence,

the nominees to whom Bylaw 5.18(a) applies shall be determined by lot using a method analogous to that described in sections 151(a) to (c) of the Local Government Act (as it read on September 1, 2023), administered by the person responsible for the conduct of the election.

5.20 Notwithstanding anything to the contrary, if 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.

2. Bylaws 6.6 and 6.7 are replaced by the following:

- 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 last day of the voting period set by the Board under Bylaw 5.3(c) for the election, and
 - (b) ends at the start of the first Board meeting after the last day of the voting period set by the Board under Bylaw 5.3(c) 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 last day of the voting period set by the Board under Bylaw 5.3(c) for the next election of directors.

Updates and Minor Amendments to 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.

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, deemed adopted by section 37(1) of the *Municipalities Enabling and Validating Act (No. 3)*, SBC 2001, c 44, as amended or replaced from time to time.

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.

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 of UBC or UBC’s affiliated theological colleges, including students visiting from other educational institutions.

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

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.

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 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.

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

6.2 The number of directors is 7.

6.3 [Deleted]

9. Bylaw 6.12 is replaced by the following:

6.12 The annual amount of the stipend for 2023 is \$6,944 for service as a director other than the Chair and \$10,416 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.

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.

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.

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

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 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

14. Bylaw 9.1 is replaced by the following:

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

15. Bylaws 9.3 and 9.4 are deleted.

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.

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