

# **BYLAWS**

Students for Consent Culture Canada

## PREAMBLE

### 1. NAME AND LOCATION OF THE ORGANIZATION

The name of the Organization is Students for Consent Culture Canada, and hereafter in this Constitution and these Bylaws shall be referred to as “the Organization.” The Organization’s central office is located in Quebec.

### 2. PURPOSES AND PRINCIPLES OF THE ORGANIZATION

#### a. Work Toward Cultures of Consent

To make and support a tangible social justice movement towards creating cultures of consent on and off campuses across Canada. This transformative cultural change will allow for all students to pursue education free of violence and harm.

#### b. Promote an Intersectional, Survivor-centric, and Trauma-informed Perspective

To advance an analysis and understanding of on-campus sexual violence from an intersectional, survivor-centric, and trauma-informed perspective.

#### c. Centre Marginalized Student Survivor Experiences

To centre the experiences of student survivors marginalized by current structures and systems in post-secondary institutions.

#### d. Mobilize Students

To provide a common framework within which students can communicate, exchange information, and share experiences, skills, and ideas related to sexual and gendered violence and cultures of consent.

#### e. Produce Evidence-Based Resources and Research

To produce decolonized, evidence-based resources and research that centres survivor expertise and data to support students and influence post-secondary institutions, governments, and others.

#### f. Provide Access to Resources

To ensure the effective distribution of the resources of the Organization, while maintaining a balanced growth and development of resources that respond to students’ needs and desires.

#### g. Represent Student Survivors

To represent student survivors in relation to the provincial and federal government and other bodies.

#### h. Ground Our Work in Decolonization and Indigenous Sovereignty

To root our analysis, actions, and work in decolonization, as creating cultures of consent necessitates working towards and respecting Indigenous sovereignty, as well as establishing, maintaining and strengthening relations with Indigenous stewards.

### 3. PROFITS

The Organization shall be carried on with no profit accruing to its members and any operating surpluses shall be used to further the purposes of the Organization.

### 4. DISSOLUTION OF THE ORGANIZATION

Upon the winding up or dissolution of the Organization, any assets remaining after the satisfaction of its debts and liabilities shall be given or transferred to such Canadian organization or organizations promoting objectives similar to those set out in paragraph two herein, as may be decided by the members of the Organization at the time of winding up or dissolution.

## BYLAWS

### 1. INTERPRETATION

#### a. Executive Committee

“Executive Committee” shall mean the board of directors of Students for Consent Culture Canada. [CS4]

#### b. Organization

“Organization” shall mean the Organization of Students for Consent Culture Canada.

#### c. Member

“Member” shall mean any person who satisfies the requirements of Bylaw 2

#### d. Board

The Board of Directors of the organization as defined in Bylaw 8.

#### e. Executive Committee member

“Executive Committee member” shall mean any member that sits as a member of the Executive Committee. Executive Committee members are Directors of the Organization Students for Consent Culture Canada.

#### f. Director

A member of the Board as defined in Bylaw 8.

#### g. Number and Gender of Words

Unless the context requires otherwise, all pronouns and possessive adjectives used in these Bylaws refer to persons of any gender, and all singular or plural meanings.

#### h. Act

The *Canada Not-For-Profit Corporations Act*, SC 2009, c 23. including the regulations pursuant to the Act.

### 2. MEMBERSHIP

#### a. Criteria for Membership

A member of the Organization shall be any person who has completed the membership form and who meets at least one of the following criteria:

- a) whose applications been accepted as a member by resolution of the Board of Directors or resolution of members at an Annual General Meeting;
- b) has been assessed membership dues by the Organization; and
- c) has paid membership dues to the Organization during the previous 365 days.

The Board may from time to time make such arrangements as it considers desirable for accommodating non-voting individual or organizational supporters of the Organization, on such terms as may be approved by the Board. The members by special resolution may amend these Bylaws to provide for non-voting memberships in the Society.

#### **b. Cessation of Membership**

Individuals cease to be members who:

- a) over the course of time, no longer meet the requirements of Bylaw 2, Article a.;
- b) are expelled from the Organization as per Bylaw 2, Article c.; or
- c) resignation of membership presented to the Chairs(s) of the Board.

#### **c. Expulsion of Members**

Individuals may be expelled from the Organization by resolution of a general meeting or via referendum. Individuals may be expelled who:

- a) through their actions violate, or are contrary to, the Constitution, Bylaws, or policies;
- b) are found to carrying out any conduct that may be detrimental to the Organization as determined by the Board; and/or
- c) are found to also be members of a hate-based organization or are found to be anti-labour.

#### **d. Membership Standing**

Individuals may be deemed members in bad standing by a vote of the Board of Directors or via referendum. Members in bad standing may not vote in general elections, seek office in general elections, vote in referendums, or receive benefits of membership.

### **3. MEMBERSHIP DUES**

#### **a. Setting Membership Dues Rates**

Membership dues rates shall be set by members via resolution at a General Meeting or by referendum.

#### **b. Adjustment**

Membership dues shall increase annually by the rate of increase of the Canadian Consumer Price Index (CPI) in the preceding twelve months.

### **4. MEMBERS' RIGHTS AND RESPONSIBILITIES**

#### **a. Internal Democracy**

##### **i. Voting**

Members have the right and the responsibility to:

- a) vote in all elections and referenda;
- b) participate in and vote at general meetings; and
- c) be transparent about any conflict of interest in voting and abstain appropriately.

##### **ii. Candidacy**

Members have the right to stand for election to the Executive Committee and Board.

#### **b. Member Services**

Members have the right to access member services provided by the Organization.

#### **c. Member Events**

Members have the right to access member events facilitated or sponsored by the Organization.

#### **d. Records**

##### **i. Access to Documents**

Members have the right to reasonable access to non-confidential records of the Organization within a reasonable time frame, and to receive duplicates of records at cost.

**ii. Internal Document Access Appointments**

In order to be provided access to any non-confidential financial records, contracts, or operational policy, members must submit a request in writing to the Board Chair. Upon receipt of a written request to review records, the Board Chair will set a time for an internal document access appointment to review the requested material with the member. Internal document access appointments shall be composed of the member requesting access to the documentation, one member of the Executive Committee, and a Board Member.

**f. Constitution, Bylaws, and Policy**

All members have the responsibility to uphold the Constitution, Bylaws, and policies of the Organization.

**5. GENERAL MEETINGS**

**a. Annual General Meetings**

**i. Scheduling**

Annual General Meeting times shall be set by the Board.

**ii. Location**

The location in Canada of Annual General Meetings shall be set by the Board.

**b. Extraordinary General Meetings**

**i. Scheduling**

Extraordinary general meetings may be scheduled by:

- a) the Board; or
- b) a member, by submitting to the Board a petition containing the signatures of no less than five (5) percent of members.

**ii. Coordination**

Extraordinary general meetings shall be coordinated by the Board.

**c. Quorum**

Quorum for the Organization's General Meetings shall be twenty (20) members. In the event that general meeting quorum is not achieved, but a minimum of six (6) members are present, the meeting shall proceed, though the business will be limited to the following:

- a) receipt of the annual financial statements;
- b) appointment of the Organization's auditors, if any are appointed;
- b) the Board may approve the financial statements, date of the next General Meeting, or other legally defined activities; and
- c) presentation of any report of the Executive Committee.

**d. Notice**

**i. Issuance**

Notice shall be posted at least twenty-one (21) days prior to the Organization's general meetings. Notice shall be provided via email communication to every member. Members have the right to forgo the receipt of notice in writing.

**ii. Contents**

Notice shall include the following information about the Organization's general meeting:

- a) the date;
- b) the time of day;

- c) the location either in person or digital teleconference;
- d) the draft agenda; and
- e) special resolutions to be considered.

**e. Speaker**

The Organization will arrange a speaker knowledgeable in Robert's Rules of Order for the Organization's general meetings. The speaker shall be subject to the ratification of the general meeting.

**f. Participation and Voting**

Members may exercise a vote in person or via voice-inclusive telecommunication. Members in attendance of the General Meeting may vote online. Online voting will be considered as valid as an in-person vote. Votes by proxy shall not be allowed.

**6. POLICY AND RESOLUTIONS**

**a. There shall be four (4) classes of guiding documents in addition to the Constitution and Bylaws recognized by the Organization:**

- i. issues policy;
- ii. operational policy;
- iii. procedures; and
- iv. directives made by members at General Meeting

**b. Policy shall reflect:**

- i. long-term goals specific to the Organization;
- ii. the Organization's objectives and fundamental principles; and
- iii. the considered views of the Organization with respect to any issues of limited or temporal reference.

Policy must be enacted, amended or repealed by a fifty (50) percent plus one vote at a general meeting, provided sufficient notice has been given as per Bylaw III, Section 3.

**c. Policy and Standing Resolutions Documents**

- i. All Organizational policy statements will be compiled in a policy manual. The manual will be updated after each general meeting and made publicly available on the Organization's website no later than sixty (60) days after each general meeting.
- ii. All Organizational standing resolutions will be compiled in a digital standing resolutions manual. The manual will be updated after each general meeting and made publicly available on the Organization's website no later than sixty (60) days after each general meeting.
- iii. Policy must exist in the digital policy manual covering:
  - i) Finance Policy
  - ii) Nominations and Elections Policy
  - iii) Hiring Policy
  - iv) Anti-Discrimination and/or Anti-Opression Policy
  - v) Anti-Violence Policy
  - vi) Conflict Resolution Policy

**c. Notice**

- i. All motions seeking the enactment, amendment or repeal of a policy, or to propose any action must be received by the Board of Directors at least six (6) weeks before the General

Meeting at which the proposal is to be considered. Notice provisions exist in order to allow for all motions to be translated and distributed to members in advance of the meeting so that members have an opportunity to research and consider the proposed policy or change to existing policy.

li. A simple resolution can be considered as an “emergency motion” and will be exempt from notice provisions in the event that the motion meets the following criteria:

- i. The motion pertains to an event or issue that has arisen subsequent to the notice deadline for motions; and
- ii. The motion pertains to an imminent and urgent event or issue that requires a resolution prior to the next scheduled general meeting.

## **6. REFERENDA**

### **a. Highest Authority**

Referenda are the highest authority of the Organization. Decisions, resolutions, or policy or any body within the Organization may be altered or overturned by referendum, including those of a general meeting.

### **b. Scheduling**

Referenda times shall be set by the Board of Directors

### **c. Location**

The location of referenda shall be set by the Board of Directors.

### **d. Quorum**

Quorum for the Organization’s referenda shall be one hundred (100) members or five (5) percent of members, whichever is fewer.

### **e. Notice**

#### **i. Issuance**

Notice shall be posted at least twenty-one (21) days prior to the Organization’s referendum. Notice shall be provided via email communication to every member. Members have the right to forgo the receipt of notice in writing.

#### **ii. Contents**

Notice shall include the following information about the Organization’s referendum:

- a) the date;
- b) the time of day;
- c) the voting location; and
- d) special resolutions to be considered.

## **7. DEMOCRATIC PROCESSES**

### **a. Meeting Procedure**

#### **i. Rules of Order**

The Organization shall adhere to Robert’s Rules of Order in all meetings. The Organization shall employ the most current version of Robert’s Rules of Order. If there is a conflict between Robert’s Rules of Order and the Constitution, Bylaws, or policy of the Organization, the Constitution, Bylaws and policy shall prevail.

#### **ii. Acknowledgement of Territory**

Prior to the commencement of Board meetings or General Meetings, the traditional and unceded territory of the Indigenous people on whose land the meeting takes place will be acknowledged.

**b. Democratic Centralism**

The Executive Committee and individual Executive Committee members shall be bound by:

- a) the Constitution, Bylaws, and policy; and
- b) decisions of referenda, general meetings, and Executive Committee meetings.

**c. Policy**

**i. Establishment**

The Organization may establish policy by:

- a) ordinary resolution of the Board of Directors;
- b) referendum; or
- d) resolution of a general meeting.

**ii. Retraction**

Policy may be retracted or changed by:

- a) resolution of the body that established the policy, or a body of higher authority; or
- b) referendum.

**d. Democratic Thresholds**

**i. Decision Making**

In order for any vote, resolution, election, or motion to succeed, carry, or otherwise proceed, a majority of those voting must vote in favour.

At all meetings of the Board or General Meeting, any vote, resolution, election, or motion to succeed, carry, or otherwise proceed, will seek consensus decision making. A vote may be called by members if consensus cannot be reached and will be decided by a majority of fifty (50) percent + one (1) of the votes cast on the question.

**ii. Constitution and Bylaws**

Any amendment, addition, or repeal of the Constitution and Bylaws must be approved by at least three-quarters of members voting at a general meeting or via referendum.

**e. Institutional Atheism**

The Organization shall not bind itself with any theism, cult, religion, or spirituality.

**8. BOARD OF DIRECTORS**

The Board shall be composed of the fixed number of Directors as determined by resolution of the Board. The minimum number of Directors elected under these by-laws shall be five (5).

**a. Composition**

The Board of Directors shall be composed of:

- Executive Committee member - Co-Chair
- Executive Committee member - Co-Chair
- Executive Committee member - Outreach Lead
- Executive Committee member - Advocacy Lead
- Executive Committee member - Education Lead



- Director At-Large
- Director At-Large
- Director At-Large
- Director At-Large
- Director At-Large

Two members of the Board will self-nominate to take on duties of Secretary and Treasurer. Their nomination will be voted on by the Board. They will hold this position for the duration of their term.

**b. Elections**

The Board shall be elected in accordance with the Nominations and Elections Policy.

**c. Term of Office**

The term of office for the Director at-Large positions on the Board shall be two years from the time of their being filled until the conclusion of the subsequent general election unless otherwise negotiated.

The term of office for Executive Committee member positions on the Board shall be one year from the time of their being filled until the conclusion of the subsequent general election.

Board positions may become vacant by way of a member's death, expulsion, bad standing, resignation or other reason. In the case of a vacancy, the Board may appoint a member to fill the position until the conclusion of the regular term. This Board appointment would require ratification at the next General Meeting.

Directors may not hold their position for more than 4 years following approval of these bylaws.

**d. Board Meetings**

**i. Chairing**

Board meetings will be chaired by the Chairperson (s), the Chairperson's designate who is a member of the Board, or staff of the Organization.

**ii. Notice**

Notice of a Board meeting shall be sent to each member of the Board not less than two (2) calendar days prior to the meeting. If a Board meeting is convened with attendance of all members, this provision may be waived.

**iii. Frequency**

The Board shall meet at least five (5) times per year.

**iv. Quorum**

Quorum for Board meetings shall be one more than fifty (50) percent of Board members who are not on leave.

**v. Attendance**

Board meetings shall be open to all members and representatives of the organization. The Board may move in-camera to discuss confidential, legal, personnel, or financial matters.

**vi. Scheduling**

Board meetings may be scheduled by:

- a) resolution of the Board;
- b) decision of the Chairperson(s);
- c) upon written request of three (3) or more members of the Board stating the purpose for the meeting; or

d) referendum.

**vii. Participation and Voting**

Board members may exercise a vote in person or via voice-inclusive telecommunication. Votes by proxy shall not be allowed.

A leave of absence may be granted by the Board, in response to a request in writing. When on leave, a Board member will not have a vote and cannot participate in any decision making process. The Board member retains all board responsibilities except attending meetings.

**e. Conflict of Interest**

Each Director makes their decisions in the interest of the Organization and fulfills all of the responsibilities inherent in their task. All directors who hold a personal or financial interest in a question discussed at the Board must disclose it at that time. That individual must leave the meeting during the discussion on that interest. They therefore do not have the right to participate in the deliberations or the vote during the adoption of a resolution related to a question in which they have a conflict of interest.

**f. Remuneration**

Participation in the Organization as a Board member is voluntary and no remuneration will be received. Board members may receive honoraria, gifts, or other acknowledgements of service.

**g. Abandonment of Office and Removal of Board Members**

**i. Absence from Board Meetings**

A member of the Board who, without prior authorization of the Board, is absent from two (2) consecutive and regularly-scheduled meetings of the Board shall be deemed to have resigned their position on the Board. Resignation through absence from Board meetings is subject to a vote of the Board.

**ii. Removal**

A member of the Board may be removed from their position for violations of the Organizational Constitution, policies, Bylaws or other reasons:

- a) in accordance with the provisions set out in the Canada Not-For-Profit Corporations Act;
- b) by a seventy-five percent (75) percent vote of a general meeting; or
- c) by majority vote in a referendum.

**h. Sub-committees or working groups of the Board**

The Board may strike sub-committees or working groups whose terms of reference and meeting schedule will be determined by members of such a committee or working group

**9. POWERS OF THE BOARD**

**a. Entering into Contracts**

The Board may enter into contracts for the Organization, into which the Organization may lawfully enter, subject to pertinent policy.

**b. Finances and Property**

The Board may purchase, lease, or otherwise acquire, alienate, sell, exchange or otherwise dispose of any equipment, supplies, stocks, rights warrants, options and other securities for which considerations and upon such terms as they may seem advisable.

**c. Delegation of Power**

The Board and the members of the Board may from time to time delegate their duties to other members of the Executive Committee and any staff of the Organization, except the casting of votes.

**d. Making Decisions**

The Board may make time sensitive decisions in line with their mandate between scheduled Board meetings.

**e. Limitation on Authority**

The Board and all individual Board members shall operate within the parameters of Organization and Constitutions, Bylaws, and policy directives.

**10. COLLECTIVE RESPONSIBILITIES OF BOARD**

**a. Report of the Organization**

The Board shall present a report at every Annual General Meeting scheduled in accordance with Bylaw 5.b.i. The report shall include an account of the activities of the Board and the Organization since the preceding annual general meeting.

**b. Finances and Property**

The Board shall:

- a) receive and administer all monies, properties, and securities of whatever nature that may be placed in the custody of, or that may become property, of the Organization, notwithstanding any other provisions set out in these Bylaws; and
- b) prepare an annual budget for the Organization.

**c. Staff**

The Board shall be responsible for the management of any staff. The Board may delegate responsibility to a staff person as a component of their employment contract with the Organization.

**d. Maintenance of the Policies**

The Board shall maintain accurate, up-to-date policies of the Organization.

**11. DUTIES OF CHAIRPERSON(S)**

**a. General**

The Chairperson (s) shall perform such duties as may be assigned by the Board

**b. Meetings**

The Chairperson(s), in conjunction with the Board, shall be responsible for:

- a) soliciting items for the agenda for each Board meeting; and
- b) preparing, in conjunction with staff, materials for Board meetings.

**c. Spokesperson**

The Chairperson(s) is(are) an official spokesperson of the Organization.

**d. Office**

The Chairperson(s) shall assist in regular office duties such as typing, filing, and any other such work as may be required in the regular operation of the office of the Organization.

**e. Assisting Other Board Members**

The Chairperson(s) shall assist the Secretary, Treasurer, and Directors At-Large in fulfilling their constitutional roles.

**f. Collective Work**

The Chairperson(s) are encouraged to participate in the collective work of the Organization.

## **12. DUTIES OF THE SECRETARY**

### **a. General**

The Secretary shall perform such duties as may be assigned by the Board.

### **b. Documents, Records, and Filings**

The Secretary, in conjunction with the Board, shall be responsible for:

- a) the preparation of documents for Board meetings and general meetings;
- b) sending meeting notice, related meeting documents, and links in advance of meetings; and
- b) the preparation of draft policy at the direction of the Board.

### **c. Spokesperson**

The Secretary is an official spokesperson of the Organization.

### **d. Office**

The Secretary shall assist in regular office duties such as typing, minute-taking, filing, and any other such work as may be required in the regular operation of the office of the Organization.

### **e. Assisting Other Executive Committee Members**

The Secretary shall assist the Chairperson(s), Treasurer, and Directors At-Large in fulfilling their constitutional roles.

### **f. Collective Work**

The Secretary is encouraged to participate in the collective work of the Organization.

## **13. DUTIES OF THE TREASURER**

### **a. General**

The Treasurer shall perform such duties as may be assigned by the Board.

### **b. Financial Documents and Records**

The Treasurer, in conjunction with the Board and the Organization's staff, shall be responsible for:

- a) the preparation of financial documents for Board meetings and General Meetings;
- b) the preparation of audited financial statements; and
- c) acting as a signing officer for the Organization's banking.

### **c. Office**

The Treasurer shall assist in regular office duties such as typing, filing, and any other such work as may be required in the regular operation of the office of the Organization.

### **d. Assisting Other Board Members**

The Treasurer shall assist the Chairperson(s), Secretary, and Directors At-Large in fulfilling their constitutional roles.

### **e. Collective Work**

The Treasurer is encouraged to participate in the collective work of the Organization.

## **14. DUTIES OF DIRECTORS AT-LARGE**

### **a. General**

The Directors At-Large shall perform such duties as may be assigned by the Board.

**b. Implementation of Programs and Initiatives**

The Directors At-Large, in conjunction with the Board, shall be responsible for:

- a) assisting in duties and activities of the Board;

**c. Office**

The Directors At-Large shall assist in regular office duties such as typing, minute taking, filing, and any other such work as may be required in the regular operation of the office of the Organization.

**d. Assisting Other Board Members**

The Directors At-Large shall assist the Chairperson(s), Secretary, Treasurer, and other Directors At-Large in fulfilling their constitutional roles.

**e. Collective Work**

The Directors At-Large are encouraged to participate in the collective work of the Organization.

**15. DUTIES OF THE EXECUTIVE COMMITTEE**

**a. General**

The Directors At-Large shall perform such duties as may be assigned by the Board.

**b. Implementation of Programs and Initiatives**

The Executive will be responsible for coordinating projects within their portfolios. They will report to the Board on these activities when required.

i. Chair(s): The Chair(s) oversees and coordinates the Organization's annual projects and campaigns of the organization. The powers and responsibilities of the Chair are as follows:

- i. Supporting the proper maintenance of internal documents of the organization are updated and reflect the value of the organization;
- ii. Work with the Executive in order to ensure the completion of projects within each portfolio;
- iii. Act as a spokesperson for the organization, and maintain relationships with partner organizations;
- iv. Prepare a report on their work for every meeting of the Board of Directors, and must be present at the Annual General Meeting;
- v. Chair the Board of Directors meetings, and are expected to mentor future leaders of the organization; and
- vi. At the end of their term they must ensure a proper transition that ensures institutional memory.

ii. Advocacy Lead: The Advocacy Lead oversees and coordinates the projects within the advocacy portfolio at SFCC / ÉPCC which spans three levels - campus, provincial, and federal. The powers and responsibilities of the Advocacy Lead are as follows:

They are in charge of taking the research done by the other Portfolios and coordinate mobilization to push for change at all three levels of governance;  
Creating guides for provincial legislation, and maintaining the relationship with provincial and federal stakeholders;  
They must prepare a report on their work for every meeting of the Executive Committee, and must be present at the Annual General Meeting; and

They will coordinate the team within the advocacy portfolio and must at the end of their term ensure a proper transition that ensures institutional memory.

iii. Education Lead: The Education Lead oversees and coordinates the projects within the Education Portfolio at SFCC / ÉPCC. The powers and responsibilities of the Education Lead are as follows:

- i. Development of online resource, the creation of popular education materials;
- ii. Supporting the writing and publishing of research reports;
- iii. Overseeing the Education portfolio team, ensuring that the team has the support they need to complete the projects;
- iv. They must prepare a report on their work for every meeting of the Executive Committee meeting, and must be present at the Annual General Meeting;
- v. They, along with the Chair, are in charge of ensuring all new members of SFCC receive proper training; and
- vi. At the end of their term they must ensure a proper transition that ensures institutional memory.

iii. Outreach Lead: The Outreach Lead oversees and coordinates the projects within the Outreach Portfolio at SFCC / ÉPCC. The powers and responsibilities of the Education Lead are as follows:

- i. Facilitating the network of connections between Members, campus community partners, community organizations, and the Organization
- ii. Supporting the consistency in methodology for policy grading (which includes preparing and overseeing the training of their team within the portfolio)
- iii. Ensures social media presence is active (Facebook, Instagram, Twitter, and Website), and that the communications reflect SFCC's values and commitment to bilingualism;
- iv. Supporting the Outreach portfolio team, ensuring that the team has the support they need to complete the projects;
- v. Preparing a report on their work for every meeting of the Executive Committee meetings, which must be presented at the Annual General Meeting; and
- vi. At the end of their term they must ensure a proper transition that ensures institutional memory.

**c. Assisting Other Board Members**

The Executive Committee shall assist the Chairperson(s), Secretary, Treasurer, and other Directors At-Large in fulfilling their constitutional roles.

**15. INSURANCE**

The Organization shall purchase and maintain insurance for the benefit of the individual Directors against any liabilities.

**a. To qualify for an indemnity, an individual must have:**

- i. Acted honestly and in good faith with a view to the best interests of the Organization or, as the case may be, to the best interests of the other entity for which the individual acted as Director or officer or in a similar capacity at the Organization's request; and

- ii. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

## 15. BRANCH SOCIETIES

The Organization shall have the authority to create branch societies, from time to time, subject to the provisions of these Bylaws.

## 16. EXECUTION OF DOCUMENTS

### a. Signing of Documents and Affixing of Seal

Deeds, transfers, licenses, contracts, and engagements on behalf of the Organization will be signed by not less than two (2) signing officers.

### b. Transfer of Shares, Bonds or Other Securities

In accordance with these Bylaws, the approval of not less than two (2) signing officers of the Organization, as designated by the Board for that purpose, shall be required to:

- a) transfer or accept the transfer of any and all shares, bonds, or other securities in the name of the Organization; or
- b) make, execute, and deliver any documents necessary for such purposes, including the appointment of attorneys.

### c. Executive Authority

In accordance with these Bylaws, the Board may direct the manner in which any contract, obligation, or instrument of the Organization is executed.

## 17. FINANCES

### a. Signing Officers

#### i. Appointment

The signing officers of the Organization shall be appointed by the Board. Any position on the Board, employees of the Organization, and agents of the Organization are eligible to be signing officers.

#### ii. Minimum Requirement

The signatures of at least two (2) signing officers shall be required for the execution of any legal document or, subject to the policy of the Organization, the disbursement of any funds on behalf of the Organization.

### b. Fiscal Year

The fiscal year of the Organization shall end May 31 of each year.

### c. General Powers

The Organization may:

- a) acquire by gift, bequest, lease, exchange, or purchase any lands, buildings, or hereditaments, whether freehold or leasehold, for the use of the Organization;
- b) erect on such land any buildings or improvements necessary for the proper use and occupation of same by the Organization;
- c) subject to the provisions contained in the Canada Not-For-Profit Corporations Act, borrow, raise, and secure the payment of such money in such manner as the Federation sees fit; and

- d) take or otherwise acquire any hold shares or stock debenture, debenture stock bonds, obligations and securities issued by any Organization or company within the province of British Columbia, only by authorisation of a special resolution at a general meeting. In accordance with these Bylaws, the Board may direct the manner in which any contract, obligation, or instrument of the Organization is executed.

**d. Borrowing Powers of the Board**

The Board may issue debentures or other securities of the Organization, and pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient, only by the sanction of a special resolution.

**e. Finance Policy**

Day-to-day finance practices will be held in the Organization's finance policy.

**18. Conflict Resolution**

**a. Mediation and Arbitration**

All disputes arising from these bylaws, their interpretation, or their implementation shall be resolved by the use of mediation and/or arbitration. Prior to engaging in mediation and/or arbitration, the internal dispute resolution mechanism held in the Conflict Resolution Policy of the Organization must be exhausted.

**b. Internal Dispute Resolution Mechanism**

i. In the event that a dispute or controversy among members, directors, or officers arising from these bylaws, their interpretation, or their implementation, the following internal dispute resolution process will be followed:

Step 1. the parties will meet to resolve the issue informally;

Step 2. the parties will inform the board of directors and request that a mediator be appointed from within the organization to moderate an informal mediation;

Step 3. the matter will be forwarded to the board of directors, who may issue a ruling binding the parties or forward the matter to a general meeting;

Step 4. the matter will be forwarded to a general meeting, which will issue a ruling.

**19. AMENDMENTS**

The Constitution and Bylaws may be amended by a three-quarter (3/4) vote at a general meeting or via referendum, provided notice and particulars of repeal or amendment is included in the notice for the general meeting or referendum. The Chairperson shall declare whether the requirements of notice have or have not been satisfied.

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**EFFECTIVE DATE**

- (a) Subject to matters requiring a Special Resolution this By-Law shall be effective when on the date that the Corporation's Articles of Continuance are approved by Corporations Canada.
- (b) This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.



CERTIFIED to be By-Law No.1 of the Organization as enacted by the Directors of the Corporation by resolution on the 31 of May 2021] and confirmed by the Members of the Organization by Special Resolution on the 16 of October 2021].

**Chantelle Spicer**

**21 October 2021**

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**[Name]**

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**[Date]**